

Edgar Filing: DISCOVERY PARTNERS INTERNATIONAL INC - Form 425

DISCOVERY PARTNERS INTERNATIONAL INC

Form 425

June 13, 2006

Filed by Discovery Partners International, Inc. Pursuant to Rule 425

Under the Securities Act of 1933

and Deemed Filed Pursuant to Rule 14a-12

Under the Securities Exchange Act of 1934

Subject Company: Infinity Pharmaceuticals, Inc.

Commission File No. 333-134438

This filing relates to the Agreement and Plan of Merger and Reorganization, dated as of April 11, 2006 (the Merger Agreement ), by and among Discovery Partners International, Inc. ( DPI ), Darwin Corp. and Infinity Pharmaceuticals, Inc. ( Infinity ). The Merger Agreement was attached as Exhibit 1.1 to a Form 8-K filed by DPI with the SEC on April 12, 2006, and is incorporated by reference into this filing.

Infinity gave the following presentation at the Pacific Growth Equities Life Science Growth Conference on June 12, 2006.



























































































## Forward Looking Statements

Various statements in this filing concerning Infinity Pharmaceuticals, Inc. (Infinity), Discovery Partners International, Inc. (DPI) and the combined company's future expectations, plans and prospects constitute forward-looking statements for the purposes of the safe harbor provisions under The Private Securities Litigation Reform Act of 1995. Such forward-looking statements include statements regarding the proposed transaction between Infinity and DPI, DPI and the combined company's net cash at closing, the trading of the combined company's shares on the NASDAQ National Market, the potential value created by the proposed merger for DPI's and Infinity's stockholders, DPI's deployment of its resources and ability to engage in strategic transactions or divest its various business units, the efficacy, safety, and intended utilization of Infinity's product candidates, the conduct and results of discovery efforts and clinical trials, and plans regarding regulatory filings, future research and clinical trials and plans regarding current and future collaborative activities. Actual results may differ materially from those indicated by such forward-looking statement as a result of various factors, including risks related to: the ability of DPI and Infinity to complete the proposed transaction; the availability of funds to continue research and development activities; the results of future clinical trials with respect to Infinity's product candidates and compounds; the success of Infinity's collaborations and its ability to enter into additional collaborations; Infinity's ability to successfully develop and commercialize product candidates; the timing and success of regulatory filings; DPI's ability to divest itself of or otherwise transfer ownership of some or all of its operating assets on satisfactory terms or at all; the amount of DPI's net cash at closing; the scope of Infinity's patents and the patents of others; Infinity's ability to attract and retain qualified personnel; and other risks and uncertainties more fully described in DPI's filings with the Securities and Exchange Commission, including its annual report on Form 10-K for the year ended December 31, 2005, quarterly report on Form 10-Q for the quarter ended March 31, 2006 and Registration Statement on Form S-4, as filed on May 24, 2006. The proposed transaction is subject to customary closing conditions, including approval of DPI's and Infinity's stockholders.

Any forward-looking statements are made pursuant to Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and, as such, speak only as of the date made. DPI undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

## Additional Information about the Merger and Where to Find It

In connection with the proposed merger between DPI and Infinity described herein, DPI filed a registration statement on Form S-4 on May 24, 2006 with the SEC, that contains a proxy statement/prospectus. **Investors and security holders of DPI and Infinity are urged to read the proxy statement/prospectus (including any amendments or supplements to the proxy statement/prospectus) regarding the proposed merger because it contains important information about DPI, Infinity and the proposed merger.** Security holders will be able to obtain a copy of the proxy statement/prospectus, as well as other filings containing information about DPI and Infinity, without charge, at the SEC's Internet site (<http://www.sec.gov>). Copies of the proxy statement/prospectus can also be obtained, without charge, by directing a request to Discovery Partners International, Inc., 9640 Towne Centre Drive, San Diego, CA 92121, Attention: Investor Relations, Telephone: (858) 455-8600.

## Participants in the Solicitation

DPI and its directors and executive officers and Infinity and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of DPI in connection with the proposed merger of DPI with Infinity. Information regarding the special interests of these directors and executive officers in the merger transaction is included in the proxy statement/prospectus referred to above. Additional information regarding the directors and executive officers of DPI is also included in DPI's proxy statement for its 2006 Annual Meeting of Stockholders, which was filed with the SEC on April 6, 2006. This document is available free of charge at the SEC's web site ([www.sec.gov](http://www.sec.gov)) and from Investor Relations at DPI at the address described above.