

ACADIA PHARMACEUTICALS INC  
Form 3  
December 21, 2012

**FORM 3** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |          |   |  |   |
|---|---------|----------|---|--|---|
| 1. Name and Address of Reporting Person * |         |          | 2. Date of Event Requiring Statement  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |   |
| Â BAKER BROS ADVISORS LLC                 |         |          | (Month/Day/Year)  | ACADIA PHARMACEUTICALS INC [ACAD]                  |   |
| (Last)                                    | (First) | (Middle) | 12/12/2012  |  |   |
| 667 MADISON AVENUE, 21ST FLOOR            |         |          | 4. Relationship of Reporting Person(s) to Issuer  |  | 5. If Amendment, Date Original Filed(Month/Day/Year)  |
| (Street)                                  |         |          | (Check all applicable)  |  |   |
| NEW YORK, NY US 10065                     |         |          | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City)                                    | (State) | (Zip)    |   |  |   |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 1,045,475   | I  | See Footnotes <u>(1)</u> <u>(4)</u>                   |
| Common Stock                    | 14,229,612  | I  | See Footnotes <u>(2)</u> <u>(4)</u>                   |
| Common Stock                    | 346,725   | I  | See Footnotes <u>(3)</u> <u>(4)</u>                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|-----------------|--|----------------------------|--|--|--|
|   | Date Exercisable  | Expiration Date | Title  | Amount or Number of Shares |  |  |  |
| Common Stock Warrant (right to buy)           | 07/12/2011  | 01/11/2018      | Common Stock   | 1,426,590                  | \$ 1.38  | I  | See Footnotes <u>(2)</u><br><u>(4)</u>                   |
| Common Stock Warrant (right to buy)           | 07/12/2011  | 01/11/2018      | Common Stock   | 39,378                     | \$ 1.38  | I  | See Footnotes <u>(3)</u><br><u>(4)</u>                   |
| Common Stock Warrant (right to buy)           | 06/17/2013  | 12/17/2019      | Common Stock   | 42,131                     | \$ 0.01  | I  | See Footnotes <u>(1)</u><br><u>(4)</u>                   |
| Common Stock Warrant (right to buy)           | 06/17/2013  | 12/17/2019      | Common Stock   | 447,138                    | \$ 0.01  | I  | See Footnotes <u>(2)</u><br><u>(4)</u>                   |
| Common Stock Warrant (right to buy)           | 06/17/2013  | 12/17/2019      | Common Stock   | 10,731                     | \$ 0.01  | I  | See Footnotes <u>(3)</u><br><u>(4)</u>                   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| BAKER BROS ADVISORS LLC<br>667 MADISON AVENUE, 21ST FLOOR<br>NEW YORK, NY US 10065 | Â             | Â X       | Â       | Â     |
| BAKER FELIX<br>667 MADISON AVENUE, 21ST FLOOR<br>NEW YORK, NY US 10065             | Â             | Â X       | Â       | Â     |
| BAKER JULIAN<br>667 MADISON AVENUE, 21ST FLOOR<br>NEW YORK, NY US 10065            | Â             | Â X       | Â       | Â     |

## Signatures

|   |            |
|---|------------|
| BAKER BROS. ADVISORS, LLC Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing | 12/21/2012 |
| <br>**Signature of Reporting Person   | Date       |
| /s/ Felix J. Baker  | 12/21/2012 |
| <br>**Signature of Reporting Person   | Date       |
| /s/ Julian C. Baker   | 12/21/2012 |
| <br>**Signature of Reporting Person   | Date       |

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

As a result of their ownership interest in Baker Biotech Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in the shares of Common Stock of ACADIA Pharmaceuticals Inc. (the "Issuer") reported in column 2 of Table I and underlying Warrants reported in column 3 of Table II directly held by 667, L.P. ("667"), a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667.

(1) As result of their ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in the Issuer's shares of Common Stock reported in column 2 of Table I and underlying Warrants reported in column 3 of Table II directly held by Baker Brothers Life Sciences, L.P. ("Life Sciences") a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences.

(2) As result of their ownership interest in 14159 Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in the Issuer's shares of Common Stock reported in column 2 of Table I and underlying Warrants reported in column 3 of Table II directly held by 14159, L.P. ("14159") a limited partnership of which the sole general partner is 14159 Capital, L.P., a limited partnership of which the sole general partner is 14159 Capital (GP), LLC, due to 14159 Capital, L.P.'s right to receive an allocation of a portion of the profits from 14159.

(3) Baker Bros. Advisors, LLC (the "Adviser") serves as the Investment Adviser to Life Sciences, 667 and 14159 (collectively, the "Funds"). In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held by the Funds. Julian C. Baker and Felix J. Baker are principals of the Adviser. The Adviser has complete and unlimited discretion and authority with respect to the investment and voting power of the securities held by the Funds. The general partners of the Funds relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds. Julian C. Baker, Felix J. Baker and the Adviser disclaim beneficial ownership of the securities held directly by the Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Julian C. Baker, Felix J. Baker or the Adviser is a beneficial owner of such securities for purposes of Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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