

INFINITY PHARMACEUTICALS, INC.  
 Form 4  
 September 11, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
 Beacon Co

2. Issuer Name and Ticker or Trading Symbol  
 INFINITY PHARMACEUTICALS, INC. [INFI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/07/2012

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

C/O OGIER HOUSE, THE  
 ESPLANADE, ST. HELIER

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_X\_ Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

JERSEY CHANNEL ISLANDS JE4  
 9WG

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Common Stock				(A) or (D) Price	3,000,000	D	
Common Stock	09/07/2012		P	5,416,565 A \$ 14.5	5,416,565	I	By Purdue Pharma L.P. (1)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

**displays a currently valid OMB control number.**

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date			
Stock Purchase Warrants (right to buy)	\$ 20 <sup>(2)</sup>	01/07/2009		H <sup>(2)</sup>	V	(A)	(D)	01/07/2009	07/01/2010 <sup>(2)</sup>	Common Stock	500,000
Stock Purchase Warrants (right to buy)	\$ 30 <sup>(2)</sup>	01/07/2009		H <sup>(2)</sup>	V	(A)	(D)	01/07/2009	07/01/2011 <sup>(2)</sup>	Common Stock	1,000,000
Stock Purchase Warrants (right to buy)	\$ 40 <sup>(2)</sup>	01/07/2009		H <sup>(2)</sup>	V	(A)	(D)	01/07/2009	07/02/2012 <sup>(2)</sup>	Common Stock	1,500,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Beacon Co C/O OGIER HOUSE, THE ESPLANADE ST. HELIER JERSEY CHANNEL ISLANDS JE4 9WG		X		

## Signatures

/s/ Anthony M. Roncalli, as Assistant Secretary of Beacon Company

09/07/2012

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(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).

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- These securities were purchased by Purdue Pharma L.P. pursuant to the Securities Purchase Agreement between the Issuer, Purdue Pharma L.P., Rosebay Medical Company L.P. and the Reporting Person, dated July 17, 2012 (the "Securities Purchase Agreement").
- (1) The Reporting Person and Rosebay Medical Company L.P. are the ultimate parents of Purdue Pharma L.P. The Reporting Person disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.
  - (2) These warrants expired and were not exercised by the holder.

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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