

HUMAN GENOME SCIENCES INC

Form 4

August 03, 2012

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GLAXOSMITHKLINE PLC

2. Issuer Name **and** Ticker or Trading
Symbol
HUMAN GENOME SCIENCES
INC [HGSJ]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
980 GREAT WEST ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2012

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

BRENTFORD, X0 TW8 9GS

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

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

(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 Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	08/01/2012		P	5,686,715 (1)	A \$ 14.25	171,070,522 I	See Explanation of Responses (4) (5)
Common Stock, par value \$0.01 per share	08/02/2012		P	3,413,699 (2)	A \$ 14.25	174,484,221 I	See Explanation of Responses (4) (5)
Common Stock, par	08/02/2012		P	59,232,487 (3)	A \$ 14.25	233,716,708 I	See Explanation

value
\$0.01 per
share

of
Responses
(4) (5)

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

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(9-02)

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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GLAXOSMITHKLINE PLC 980 GREAT WEST ROAD BRENTFORD, X0 TW8 9GS	X	X		

Signatures

/s/ Victoria Whyte, Company Secretary,
GlaxoSmithKline plc

08/03/2012

__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).

- Reflects shares of Human Genome Sciences, Inc. ("HGS") common stock acquired during the subsequent offering period of the tender offer effected pursuant to the Agreement and Plan of Merger, dated as of July 16, 2012, entered into by and among the Reporting Person,
- (1) H. Acquisition Corp. ("HAC") and HGS (the "Merger Agreement"), which commenced on July 30, 2012, including 3,004,542 shares acquired pursuant to guaranteed delivery procedures. The subsequent offering period expired at 5:00 pm, New York City time, August 2, 2012.

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- (2) Reflects shares of HGS common stock acquired during the subsequent offering period of the tender offer effected pursuant to the Merger Agreement.
- (3) Reflects the shares of HGS common stock acquired pursuant to the exercise of the "top-up" option provided for in the Merger Agreement (the "Top-Up Option").

The Reporting Person is filing this Form 4 on behalf of itself and on behalf of HAC, a Delaware corporation and an indirect wholly owned subsidiary of the Reporting Person, with principal executive offices located at One Franklin Plaza (FP 2355), 200 North 16th Street, Philadelphia, PA 19102. The shares of common stock to which this Form 4 relates were acquired by HAC in a tender offer for all

- (4) outstanding shares of common stock of HGS, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 10, 2012, which was annexed to and filed with the Schedule TO filed by the Reporting Person with the Securities and Exchange Commission on May 10, 2012, as amended and supplemented from time to time (the "Offer"), and pursuant to exercise of the Top-Up Option.

- Pursuant to the Merger Agreement, immediately following the closing of the Offer, the Reporting Person was entitled to designate a number of directors of HGS, rounded up to the next whole number, equal to the product of the total number of directors on HGS's board of directors and the percentage that the number of shares beneficially owned by the Reporting Person and its subsidiaries bore to the total number of shares outstanding. Accordingly, on July 30, 2012, following the closing of the Offer, all of the directors of HGS resigned
- (5) from the HGS board of directors, other than Argeris N. Karabelas, Augustine Lawlor and Gregory Norden, and such remaining directors of HGS appointed Deirdre Connelly, Roger Connor, Chester Koczynski, Adrian Rawcliffe, David Redfern, Ian Tomlinson and Daniel Troy, each of whom was designated by the Reporting Person, to the HGS board of directors. Each of the foregoing individuals is an employee of the Reporting Person.

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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