

BIOCRYST PHARMACEUTICALS INC
 Form 3
 November 06, 2015

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 and Ticker or Trading Symbol | |
| Â BAKER BROS. ADVISORS LP | | | (Month/Day/Year) | BIOCRYST PHARMACEUTICALS INC [BCRX] | |
| (Last) | (First) | (Middle) | 11/06/2015 | | |
| 667 MADISON AVENUE, 21ST FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | | (Check all applicable) | | |
| NEW YORK, NY 10065 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |

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 | 23,459 | D <u>(1)</u> | Â |
| Common Stock | 23,459 | D <u>(2)</u> | Â |
| Common Stock | 2,122,127 | I | See Footnote <u>(3)</u> <u>(5)</u> <u>(7)</u> |
| Common Stock | 12,101,485 | I | See Footnote <u>(4)</u> <u>(5)</u> <u>(7)</u> |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

Edgar Filing: BIOCRYST PHARMACEUTICALS INC - Form 3

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|---|---|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Options (right to buy) | 06/13/2011 | 05/12/2021 | Common Stock | 15,000 | \$ 3.56 | I | See Footnote <u>(6)</u> <u>(7)</u> |
| Stock Options (right to buy) | 06/14/2010 | 05/13/2020 | Common Stock | 15,000 | \$ 7.01 | I | See Footnote <u>(6)</u> <u>(7)</u> |
| Stock Options (right to buy) | 04/30/2009 | 04/30/2019 | Common Stock | 15,000 | \$ 3.96 | I | See Footnote <u>(6)</u> <u>(7)</u> |
| Stock Options (right to buy) | 06/21/2008 | 05/21/2018 | Common Stock | 15,000 | \$ 3.12 | I | See Footnote <u>(6)</u> <u>(7)</u> |
| Stock Options (right to buy) | 06/16/2007 | 05/16/2017 | Common Stock | 15,000 | \$ 7.98 | I | See Footnote <u>(6)</u> <u>(7)</u> |
| Stock Options (right to buy) | 05/17/2007 | 05/17/2016 | Common Stock | 15,000 | \$ 12.26 | I | See Footnote <u>(6)</u> <u>(7)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAKER BROS. ADVISORS LP 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY 10065 | Â | Â X | Â | Â |
| Baker Bros. Advisors (GP) LLC 667 MADISON AVENUE 21ST FLOOR NEW YORK, NY 10065 | Â | Â X | Â | Â |
| BAKER JULIAN 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY 10065 | Â | Â X | Â | Â |
| BAKER FELIX 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY 10065 | Â | Â X | Â | Â |

Signatures

Baker Bros. Advisors LP: Name Scott L. Lessing, Title: President 11/06/2015

**Signature of Reporting Person

Date

/s/ Felix J. Baker

11/06/2015

**Signature of Reporting Person

Date

/s/ Julian C. Baker 11/06/2015
 **Signature of Reporting Person Date

Name: Scott L. Lessing Title: President /s/ Scott L. Lessing 11/06/2015
 **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).

(1) Common shares held directly by Felix J. Baker and for which Felix J. Baker has sole beneficial ownership. These shares were received in an in kind pro rata distribution from an affiliated investment fund in January 2015 without consideration.

(2) Common shares held directly by Julian C. Baker and for which Julian C. Baker has sole beneficial ownership. These shares were received in an in kind pro rata distribution from an affiliated investment fund in January 2015 without consideration.

As a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker Biotech Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 2,122,127 shares of Common Stock of BioCryst Pharmaceuticals, Inc. (the "Issuer") 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.

(3) As a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 12,101,485 shares of Common Stock of the Issuer 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.

(5) Includes beneficial ownership of 5,833 shares received from the exercise of stock options granted to Dr. Stephen R. Biggar, an employee of Baker Bros. Advisors LP (the "Adviser") and former director of the Issuer that were granted to Dr. Biggar during his previous service on the Board of Directors of the Issuer (the "Board"). Dr. Biggar previously served on the Board as a representative of 667 and Life Sciences (collectively the "Funds"). Therefore Dr. Biggar has no pecuniary interest in any of the options to purchase common stock or shares of common stock held directly by him received from the exercise of these options. The Funds are instead entitled to the pecuniary interest in any options to purchase common stock and stock received from exercise of these options.

(6) Options to purchase common stock of the Issuer directly held by Dr. Biggar (the "Options"), an employee and former director of the Issuer that were granted to Dr. Biggar during his previous service on the Board. Dr. Biggar previously served on the Issuer's Board as a representative of the Funds. Due to the agreements and policies of the Funds and Dr. Biggar's agreement to follow those agreements and policies, Dr. Biggar does not have any right to receive pecuniary interest from the securities that he received as compensation for serving as a director of the Issuer and therefore has no pecuniary interest in the Options. The Funds are entitled to pecuniary interest in the Options and each holds an indirect proportionate pecuniary interest. Felix J. Baker and Julian C. Baker, solely as a result of their ownership interest in the general partner of the general partners of the Funds, may be deemed to have an indirect proportionate pecuniary interest in the Options (ie. no direct pecuniary interest).

(7) The Adviser serves as the Investment Adviser to 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. Baker Bros. Advisors (GP) LLC (the "Adviser GP") is the Adviser's sole general partner. Julian C. Baker and Felix J. Baker are principals of the Adviser GP. 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, the Adviser GP 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, the Adviser GP 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.