

AQUINOX PHARMACEUTICALS, INC
Form SC 13D/A
March 27, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 8)

Aquinox Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, par value \$0.000001 per share

(Title of Class of Securities)

03842B101

(CUSIP number)

Alexandra A. Toohey

Chief Financial Officer

Baker Bros. Advisors LP

667 Madison Avenue, 21st Floor

New York, NY 10065

(212) 339-5690

(Name, address and telephone number of person authorized to receive notices and communications)

March 23, 2017

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. ☒ x

(Continued on the following pages)

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 03842B101 Page 2 of 8 Pages

NAMES OF REPORTING PERSONS

1.

Baker Bros. Advisors LP

2.

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP*

(a) p

(b) p

3.

SEC USE ONLY

4.

SOURCE OF FUNDS*

OO

5.

CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e) o

6.

CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

7. SOLE VOTING POWER 10,934,154

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER: 0

9. SOLE DISPOSITIVE POWER: 10,934,154

10. SHARED DISPOSITIVE POWER: 0

11. AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON:
10,934,154

12. CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions) ☐

13. PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)
46.7%(1)

14. TYPE OF REPORTING PERSON (See
Instructions)

IA, PN

(1) Based on 23,423,150 shares of common stock outstanding as of March 9, 2017, as reported in the Issuer's Form 10-K filed with the Securities and Exchange Commission ("SEC") on March 9, 2017.

CUSIP No. 03842B101 Page 3 of 8 Pages

NAMES OF REPORTING PERSONS

1.

Baker Bros. Advisors (GP) LLC

2.

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP*

(a) p

(b) p

3.

SEC USE ONLY

4.

SOURCE OF FUNDS*

OO

5.

CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e) o

6.

CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

7. SOLE VOTING POWER 10,934,154

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER: 0

9. SOLE DISPOSITIVE POWER: 10,934,154

10. SHARED DISPOSITIVE POWER: 0

11. AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON:
10,934,154

12. CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions) ☐

13. PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)
46.7%(1)

14. TYPE OF REPORTING PERSON (See
Instructions)

HC, OO

(1) Based on 23,423,150 shares of common stock outstanding as of March 9, 2017, as reported in the Issuer's Form 10-K filed with the SEC on March 9, 2017.

CUSIP No. 03842B101 Page 4 of 8 Pages

NAMES OF REPORTING PERSONS

1.

Julian C. Baker

2.

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP*

(a) p

(b) p

3.

SEC USE ONLY

4.

SOURCE OF FUNDS*

OO

5.

CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e) o

6.

CITIZENSHIP OR PLACE OF
ORGANIZATION

United States

7. SOLE VOTING POWER: 10,936,414

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER: 0

9. SOLE DISPOSITIVE POWER: 10,936,414

10. SHARED DISPOSITIVE POWER: 0

11. AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON:
10,936,414

12. CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions) ☐

13. PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)
46.7%(1)

14. TYPE OF REPORTING PERSON (See
Instructions)

IN, HC

(1) Based on 23,423,150 shares of common stock outstanding as of March 9, 2017, as reported in the Issuer's Form 10-K filed with the SEC on March 9, 2017.

CUSIP No. 03842B101 Page 5 of 8 Pages

NAMES OF REPORTING PERSONS

1.

Felix J. Baker

2.

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP*

(a) p

(b) p

3.

SEC USE ONLY

4.

SOURCE OF FUNDS (See Instructions)

OO

5.

CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e) o

6.

CITIZENSHIP OR PLACE OF
ORGANIZATION

United States

7. SOLE VOTING POWER: 10,936,414

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER: 0

9. SOLE DISPOSITIVE POWER: 10,936,414

10. SHARED DISPOSITIVE POWER: 0

11. AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON:
10,936,414

12. CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions) ☐

13. PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)
46.7%(1)

14. TYPE OF REPORTING PERSON (See
Instructions)

IN, HC

(1) Based on 23,423,150 shares of common stock outstanding as of March 9, 2017, as reported in the Issuer's Form 10-K filed with the SEC on March 9, 2017.

Amendment No. 8 to Schedule 13D

This Amendment No. 8 to Schedule 13D amends and supplements the previously filed Schedule 13D filed by Baker Bros. Advisors LP (the “Adviser”), Baker Bros. Advisors (GP) LLC (the “Adviser GP”), Julian C. Baker and Felix J. Baker (collectively the “Reporting Persons”). Except as supplemented herein, such statements, as heretofore amended and supplemented, remain in full force and effect. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable. Each capitalized term used but not defined herein has the meaning ascribed to such term in the Schedule 13D, as amended.

Item 4. Purpose of the Transaction.

Item 4 of Schedule 13D is supplemented and superseded, as the case may be, as follows:

On March 23, 2017 Dr. Kelvin M. Neu, a Partner of the Adviser and Dr. Richard S. Levy, a Senior Advisor of the Adviser, were appointed to the Board of Directors (the “Board”) of Aquinox Pharmaceuticals Inc. (the “Issuer”). The Board also appointed Dr. Neu to serve on the Nominating and Corporate Governance Committee of the Board and appointed Dr. Levy to serve on the Compensation Committee of the Board.

Dr. Neu and Dr. Levy serve on the Board as representatives of Baker Brothers Life Sciences, L.P. (“Life Sciences”), and 667, L.P. (“667”, and together with Life Sciences, the “Funds”). The policy of the Funds and the Adviser does not permit employees or principals of the Adviser to receive compensation for serving as directors of the Issuer. Therefore, Dr. Neu and Dr. Levy have no pecuniary interest in any stock options to purchase common stock of the Issuer (“Stock Options”), common stock of the Issuer (“Common Stock”), or Common Stock received from the exercise of Stock Options received as directors’ compensation that they may receive in the future. The Funds are instead entitled to the pecuniary interest in the Stock Options, Common Stock and Common Stock received from the exercise of Stock Options received as directors’ compensation that they may receive in the future.

The Adviser has voting and investment power over any Stock Options, Common Stock and Common Stock underlying such Stock Options and Common Stock received from the exercise of Stock Options by Dr. Neu and Dr. Levy received as directors’ compensation that they may receive in the future. The Adviser GP, and Felix J. Baker and Julian C. Baker as principals of the Adviser GP, may be deemed to have the power to vote or direct the vote of and the power to dispose or direct the disposition of any of the Stock Options, Common Stock, Common Stock received from the exercise of Stock Options and Common Stock underlying such Stock Options granted to Dr. Neu and Dr. Levy as directors compensation that they may receive in the future.

The Funds hold securities of the Issuer for investment purposes. The Reporting Persons or their affiliates may purchase additional securities of the Issuer or dispose of securities in varying amounts and at varying times depending upon the Reporting Persons' continuing assessments of pertinent factors, including the availability of shares of Common Stock or other securities for purchase at particular price levels, the business prospects of the Issuer, other business investment opportunities, economic conditions, stock market conditions, money market conditions, the attitudes and actions of the Board of Directors and management of the Issuer, the availability and nature of opportunities to dispose of securities of the Issuer and other plans and requirements of the particular persons. The Reporting Persons may discuss items of mutual interest with the Issuer, which could include items in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Depending upon their assessments of the above factors, the Reporting Persons or their affiliates may change their present intentions as stated above and they may make suggestions to the management of the Issuer regarding financing, and may acquire additional securities of the Issuer, including shares of Common Stock (by means of open market purchases, privately negotiated purchases, or may dispose of some or all of the securities of the Issuer, including shares of Common Stock, under their control.

Except as otherwise disclosed herein, at the present time, the Reporting Persons do not have any plans or proposals with respect to any extraordinary corporate transaction involving the Issuer including, without limitation, those matters described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5 of this Schedule 13D is hereby amended and restated in its entirety as follows:

(a) and (b) Items 7 through 11 and 13 of each of the cover pages of this Amendment No. 8 are incorporated herein by reference. Set forth below is the aggregate number and percentage of shares of Common Stock directly held, as of the date hereof, by each of the following based upon 23,423,150 shares of Common Stock outstanding as of March 9, 2017 as reported in the Issuer's Form 10-K filed with the SEC on March 9, 2017. Such percentage figures were calculated in accordance with Rule 13d-3 under the Securities Exchange Act of 1934 (the "Exchange Act").

Holder	Number of Shares of Common Stock we own or have to right to acquire within 60 days	Percentage of Class Outstanding
667, L.P.	1,169,695	5.0%
Baker Brothers Life Sciences, L.P.	9,764,459	41.7%
Total	10,934,154	46.7%

Pursuant to the management agreements, as amended, among the Adviser, the Funds and their respective general partners, the Funds' respective general partners relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds, and thus the Adviser has complete and unlimited discretion and authority with respect to the Funds' investments and voting power over investments.

The Adviser GP, Felix J. Baker and Julian C. Baker as principals of the Adviser GP, and the Adviser may be deemed to be beneficial owners of securities of the Issuer directly held by the Funds, and may be deemed to have the power to vote or direct the vote of and the power to dispose or direct the disposition of such securities.

The Reporting Persons disclaim beneficial ownership of the securities of the Issuer held by each of the Funds, and this Amendment No. 8 shall not be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 13(d) or for any other purpose, except to the extent that any such Reporting Persons actually exercises voting or dispositive power with respect to such securities.

(c) None of the Reporting Persons or their affiliates has effected any transactions in securities of the Issuer during the past 60 days. Except as disclosed herein, none of the Reporting Persons or their affiliates has effected any other transactions in securities of the Issuer during the past 60 days.

(d) Certain securities of the Issuer are held directly by 667, L.P., a limited partnership the sole general partner of which is Baker Biotech Capital, L.P., a limited partnership the sole general partner of which is Baker Biotech Capital (GP), LLC. Julian C. Baker and Felix J. Baker are the controlling members of Baker Biotech Capital (GP), LLC.

Certain securities of the Issuer are held directly by Baker Brothers Life Sciences, L.P., a limited partnership the sole general partner of which is Baker Brothers Life Sciences Capital, L.P., a limited partnership the sole general partner of which is Baker Brothers Life Sciences Capital (GP), LLC. Julian C. Baker and Felix J. Baker are the controlling members of Baker Brothers Life Sciences Capital (GP), LLC.

(e) Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

March 27, 2017

**BAKER BROS.
ADVISORS LP**

By: Baker Bros. Advisors
(GP) LLC, its general
partner

By: /s/ Scott L. Lessing
Name: Scott L. Lessing
Title: President

**BAKER BROS.
ADVISORS (GP) LLC**

By: /s/ Scott L. Lessing
Name: Scott L. Lessing
Title: President

/s/ Julian C. Baker
Julian C. Baker

/s/ Felix J. Baker
Felix J. Baker

