

LA JOLLA PHARMACEUTICAL CO  
Form SC 13G/A  
February 17, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 5)\*

La Jolla Pharmaceutical Company  
(Name of Issuer)

Common Stock, \$0.0001 par value per share  
(Title of Class of Securities)

503459604  
(CUSIP Number)

December 31, 2014  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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\*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 the disclosures provided in a prior cover page.

The information required in 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).

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CUSIP  
No. 303459604

1. NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

RTW Investments, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

SHARED

6. VOTING  
POWER

1,327,261

SOLE

7. DISPOSITIVE  
POWER

0

SHARED

8. DISPOSITIVE  
POWER

1,327,261

AGGREGATE  
AMOUNT

9. BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

1,327,261\*

CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT

10. IN ROW  
(9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

PERCENT  
OF CLASS  
REPRESENTED

11. BY  
AMOUNT  
IN ROW  
(9)

8.6%\*

TYPE OF  
REPORTING  
PERSON

12. (SEE  
INSTRUCTIONS)

OO, IA

\* Includes 152,557 shares of Series C-1<sup>2</sup> Convertible Preferred Stock beneficially owned by the Reporting Person. The Series C-1<sup>2</sup> Convertible Preferred Stock is convertible into common stock at a rate 1,724.04 shares of common stock for each share of Series C-1<sup>2</sup> Convertible Preferred Stock.

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CUSIP  
No. 303459604

1. NAME OF  
REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF  
ABOVE  
PERSONS  
(ENTITIES  
ONLY)

RTW  
Master  
Fund, Ltd.

2. CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)  
(a)   
(b)

3. SEC USE  
ONLY

4. CITIZENSHIP  
OR PLACE  
OF  
ORGANIZATION

Cayman  
Islands

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

5. SOLE  
VOTING  
POWER

0

SHARED

6. VOTING  
POWER

1,327,261

SOLE

7. DISPOSITIVE  
POWER

0

SHARED

8. DISPOSITIVE  
POWER

1,327,261

AGGREGATE  
AMOUNT

9. BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

1,327,261\*

CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT

10. IN ROW   
(9)

EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

PERCENT  
OF CLASS  
REPRESENTED

11. BY  
AMOUNT  
IN ROW  
(9)

8.6%\*

TYPE OF  
REPORTING  
PERSON

12. (SEE  
INSTRUCTIONS)

CO

\* Includes 152.557 shares of Series C-1<sup>2</sup> Convertible Preferred Stock directly owned by the Reporting Person. The Series C-1<sup>2</sup> Convertible Preferred Stock is convertible into common stock at a rate 1,724.04 shares of common stock for each share of Series C-1<sup>2</sup> Convertible Preferred Stock.

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CUSIP  
No. 303459604

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Roderick  
Wong

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United  
States of  
America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER



0

6. SHARED  
VOTING  
POWER

1,327,261

7. SOLE  
DISPOSITIVE  
POWER

0

8. SHARED  
DISPOSITIVE  
POWER

1,327,261

9. AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

1,327,261\*

10. CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT  
IN ROW (9)   
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

11. PERCENT  
OF CLASS  
REPRESENTED  
BY  
AMOUNT  
IN ROW  
(9)

8.6%\*

TYPE OF  
REPORTING  
PERSON

12. (SEE  
INSTRUCTIONS)

IN, HC

\* Includes 152.557 shares of Series C-1<sup>2</sup> Convertible Preferred Stock beneficially owned by the Reporting Person. The Series C-1<sup>2</sup> Convertible Preferred Stock is convertible into common stock at a rate 1,724.04 shares of common stock for each share of Series C-1<sup>2</sup> Convertible Preferred Stock.

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CUSIP No. 503459604

Item 1. (a). Name of  
Issuer:

La Jolla  
Pharmaceutical  
Company

Address of  
issuer's

(b). principal  
executive  
offices:

4660 La  
Jolla  
Village  
Drive,  
Suite 1070  
San Diego,  
California  
92122

Item 2. (a). Name of  
person  
filing:

RTW  
Investments,  
LLC  
RTW  
Master  
Fund, Ltd.  
Roderick  
Wong

(b). Address or  
principal  
business  
office or, if  
none,  
residence:

RTW  
Investments,  
LLC  
250 West  
55<sup>th</sup> Street  
16<sup>th</sup> Floor

Suite A  
New York,  
New York  
10019

RTW  
Master  
Fund, Ltd.  
c/o  
Walkers  
Corporate  
Services  
Limited  
Walker  
House  
87 Mary  
Street  
George  
Town  
Grand  
Cayman  
KY1-9005  
Cayman  
Islands

Roderick  
Wong  
c/o RTW  
Investments,  
LLC  
250 West  
55<sup>th</sup> Street  
16<sup>th</sup> Floor  
Suite A  
New York,  
New York  
10019

(c). Citizenship:

RTW  
Investments,  
LLC –  
Delaware  
RTW  
Master  
Fund, Ltd. –  
Cayman  
Islands  
Roderick  
Wong –

United  
States of  
America

Title of  
(d).class of  
securities:

Common  
Stock,  
\$0.0001  
par value  
per share

(e). CUSIP  
No.:

503459604

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Item 3. If This Statement is filed pursuant to §§.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

RTW Investments, LLC – 1,327,261  
RTW Master Fund, Ltd. – 1,327,261  
Roderick Wong – 1,327,261

(b) Percent of class:

RTW Investments, LLC – 8.6%  
RTW Master Fund, Ltd. – 8.6%  
Roderick Wong – 8.6%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote ,

RTW Investments, LLC – 0

RTW Master Fund, Ltd. – 0

Roderick Wong – 0

(ii) Shared power to vote or to direct the vote ,

RTW Investments, LLC – 1,327,261

RTW Master Fund, Ltd. – 1,327,261

Roderick Wong – 1,327,261

(iii) Sole power to dispose or to direct the disposition of ,

RTW Investments, LLC – 0

RTW Master Fund, Ltd. – 0

Roderick Wong – 0

(iv) Shared power to dispose or to direct the disposition of .

RTW Investments, LLC – 1,327,261

RTW Master Fund, Ltd. – 1,327,261

Roderick Wong – 1,327,261

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

N/A

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the



Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

Item 10. Certification.

By signing  
below I  
certify that,

to the best  
of my  
knowledge  
and belief,  
the  
securities  
referred to  
above were  
not  
acquired  
and are not  
held for the  
purpose of  
or with the  
effect of  
changing or  
influencing  
the control  
of the issuer  
of the  
securities  
and were  
not  
acquired  
and are not  
held in  
connection  
with or as a  
participant  
in any  
transaction  
having that  
purpose or  
effect.

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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.

February 17, 2015  
(Date)

RTW INVESTMENTS,  
LLC\*

By: /s/ Roderick Wong  
By: Roderick Wong  
Title: Managing Member

RTW MASTER FUND,  
LTD.

By: /s/ Roderick Wong  
By: Roderick Wong  
Title: Director

RODERICK WONG\*

By: /s/ Roderick Wong

\* The Reporting Person disclaims beneficial ownership in the common stock reported herein except to the extent of his pecuniary interest therein.

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See s.240.13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

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Exhibit A  
AGREEMENT

The undersigned agree that this Amendment No. 5 to Schedule 13G dated February 17, 2015 relating to the Common Stock, \$0.0001 par value per share, of La Jolla Pharmaceutical Company shall be filed on behalf of the undersigned.

RTW INVESTMENTS, LLC

By: /s/ Roderick Wong  
By: Roderick Wong  
Title: Managing Member

RTW MASTER FUND,  
LTD.

By: /s/ Roderick Wong  
By: Roderick Wong  
Title: Director

RODERICK WONG

By: /s/ Roderick Wong