FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	ss of Reporting Person* OS. ADVISORS I	<u>.P</u>	2. Issuer Name an ACADIA PH				LS IN			elationship of Repor ck all applicable) Director		o Issuer 6 Owner
(Last)	(First) (N		3. Date of Earliest 05/22/2023	Transact	ion (N	/lonth/Day/Yea	ır)			Officer (give titl below)	e Oth bel	er (specify ow)
860 WASHING	TON STREET, 3RD I	FLOOR	4. If Amendment, D	Data of O	rigina	J Filod (Month	/Day/Vo	or) 6	S Inc	dividual or Joint/Gro	oup Filing (Choo	k Applicable
(Street) NEW YORK	NY 1	0014	4. II Amenument, L	Date of O	rigiria	u Filea (Monui,	<i>п</i> раул те		Line)	Form filed by C	One Reporting P More than One F	erson
(City)	(State) (Z	ip)	Rule 10b5-1	L(c) T	rans	saction Ir	ndica	tion				
			Check this box to satisfy the affirm	to indicate native defe	that a	a transaction wa conditions of Rul	ıs made p le 10b5-1	pursuant to a c L(c). See Instru	contra	act, instruction or writ n 10.	ten plan that is int	ended to
	Table	I - Non-Deriva	tive Securities	Acqui	ired,	, Disposed	l of, o	r Benefici	ially	y Owned		
1. Title of Security	(Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac Code (II 8)		4. Securities Disposed Of				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
				Code	v	Amount	(A) or (D)	Price		Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock										102,876(1)	D	
Common Stock										102,876 ⁽²⁾	D	
Common Stock		05/22/2023		Р		7,645	A	\$24.4604	4 ⁽³⁾	3,529,258	I	See Footnotes ⁽⁴⁾ (5)(6)(7)
Common Stock		05/22/2023		P		82,148	A	\$24.4604	4 ⁽³⁾	38,567,129	I	See Footnotes ⁽⁵⁾ (6)(7)(8)
Common Stock		05/22/2023		P		3,781	A	\$24.8		3,533,039	I	See Footnotes ⁽⁴⁾ (5)(6)(7)
Common Stock		05/22/2023		P		40,632	A	\$24.8		38,607,761	I	See Footnotes ⁽⁵⁾ (6)(7)(8)
Common Stock		05/23/2023		М		12,500	A	\$17.01		3,545,539	I	See Footnotes ⁽⁴⁾ (5)(6)(7)(9)(10) (11)(12)
Common Stock		05/23/2023		M		12,500	A	\$17.01	-	38,620,261	I	See Footnotes ⁽⁵⁾ (6)(7)(8)(9)(10) (11)(12)
Common Stock		05/23/2023		P		10,858	A	\$25.3302	(13)	3,556,397	I	See Footnotes ⁽⁴⁾ (5)(6)(7)
Common Stock		05/23/2023		P		116,672	A	\$25.3302	(13)	38,736,933	I	See Footnotes ⁽⁵⁾ (6)(7)(8)
Common Stock		05/23/2023		P		6,941	A	\$25.54	ļ	3,563,338	I	See Footnotes ⁽⁴⁾ (5)(6)(7)
Common Stock		05/23/2023		P		74,582	A	\$25.54	ļ	38,811,515	I	See Footnotes ⁽⁵⁾ (6)(7)(8)
Common Stock		05/24/2023		P		20,304	A	\$25.2723	(14)	3,583,642	I	See Footnotes ⁽⁴⁾ (5)(6)(7)
Common Stock		05/24/2023		P		218,171	A	\$25.2723	(14)	39,029,686	I	See Footnotes ⁽⁵⁾ (6)(7)(8)
Common Stock		05/24/2023		P		2,688	A	\$25.5138	(15)	3,586,330	I	See Footnotes ⁽⁴⁾ (5)(6)(7)
Common Stock		05/24/2023		P		28,878	A	\$25.5138	(15)	39,058,564	I	See Footnotes ⁽⁵⁾ (6)(7)(8)

	Table I - Non-Derivat	tive Securities	Acqui	ired,	Disposed	of, o	r Beneficiall	y 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	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	05/24/2023		P		24,113	A	\$25.65	3,610,443	I	See Footnotes ⁽⁴⁾ (5)(6)(7)
Common Stock	05/24/2023		P		259,109	A	\$25.65	39,317,673	I	See Footnotes ⁽⁵⁾ (6)(7)(8)

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. Transac Code (Ir 8)		of Deri Sec Acq (A) (Disp of (I	oosed D) tr. 3, 4	6. Date Exerc Expiration Day/\(\text{Month/Day/\(\text{V}\)}\)	ate	7. Title an Amount o Securities Underlyin Derivative (Instr. 3 an	f s g Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non- Qualified Stock Options (right to buy)	\$17.01	05/23/2023		M			12,500	(16)	06/07/2023	Common Stock	12,500	\$0.00	0	I	See Footnotes ⁽⁴⁾ (5)(6)(9)(10) (11)(12)
Non- Qualified Stock Options (right to buy)	\$17.01	05/23/2023		M			12,500	(16)	06/07/2023	Common Stock	12,500	\$0.00	0	I	See Footnotes ⁽⁵⁾ (6)(8)(9)(10) (11)(12)

1. Name and Address of BAKER BROS	of Reporting Person* ADVISORS LP	
(Last)	(First)	(Middle)
860 WASHINGTO	N STREET, 3RD FL	OOR
(Street)		
NEW YORK	NY	10014
(City)	(State)	(Zip)
1. Name and Address of 667, L.P.	of Reporting Person*	
(Last)	(First)	(Middle)
860 WASHINGTO	N STREET, 3RD FL	OOR
(Street)		
NEW YORK	NY	10014
(City)	(State)	(Zip)
1. Name and Address of BAKER JULIA		
(Last)	(First)	(Middle)
860 WASHINGTO	N STREET, 3RD FL	OOR
(Street)		
NEW YORK	NY	10014
(City)	(State)	(Zip)

(Middle)

1. Name and Address of Reporting Person^\star

(First)

860 WASHINGTON STREET, 3RD FLOOR

BAKER FELIX

(Street) NEW YORK	NY	10014	
(City)	(State)	(Zip)	
1. Name and Address Baker Bros. A	s of Reporting Persondrian		
(Last)	(First)	(Middle)	
860 WASHINGT	ON STREET, 3R	D FLOOR	
(Street) NEW YORK	NY	10014	
(City)	(State)	(Zip)	
	rs Life Science	es LP	
(Last) 860 WASHINGT	(First) ON STREET, 3F	(Middle)	
(Street) NEW YORK	NY	10014	

Explanation of Responses:

- 1. Common stock ("Common Stock") of ACADIA Pharmaceuticals Inc. (the "Issuer") held directly by Felix J. Baker received from in-kind pro rata distributions without consideration.
- 2. Common Stock held directly by Julian C. Baker received from in-kind pro rata distributions without consideration.
- 3. The price reported in Column 4 is a weighted average price. These shares were traded by 667, L.P. ("667") and Baker Brothers Life Sciences, L.P. ("Life Sciences", and together with 667, the "Funds") in multiple transactions at prices ranging from \$24.27 to \$24.80, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission (the "Staff"), upon request, full information regarding the number of shares traded at each separate price within the range set forth in this footnote.
- 4. After giving effect to the transaction reported herein and as a result of their ownership interest in (i) Baker Biotech Capital, L.P. and (ii) 667, Julian C. Baker and Felix J. Baker each may be deemed to have an indirect pecuniary interest in Common Stock reported in column 5 of Table I directly held by 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 their interest in 667 and Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667.
- 5. Baker Bros. Advisors LP (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 managing members 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 reliquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds.
- 6. 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.
- 7. Includes beneficial ownership of 18,002 previously issued restricted stock units (each, an "RSU") payable solely in Common Stock issued to each of Julian C. Baker and Dr. Biggar in their capacity as directors of the Issuer pursuant to the Issuer's 2010 Equity Incentive Plan ("Incentive Plan") of which the Funds may be deemed to own a portion and 15,000 previously issued shares from the exercise of 15,000 Stock Options that were issued to Dr. Biggar in his capacity as a director of the Issuer, of which the Funds may be deemed to own a portion.
- 8. After giving effect to the transaction reported herein and as a result of their ownership interest in (i) Baker Brothers Life Sciences Capital, L.P. and (ii) Life Sciences, Julian C. Baker and Felix J. Baker each may be deemed to have an indirect pecuniary interest in Common Stock of the Issuer reported in column 5 of Table I directly held by 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, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences.
- 9. Common Stock acquired upon exercise of 12,500 non-qualified stock options exercisable into Common Stock on a 1-for-1 basis ("Stock Options") that were issued to Dr. Stephen R. Biggar, a full-time employee of the Adviser in his capacity as a director of the Issuer. Dr. Biggar, pursuant to the policies of the Adviser, does not have any right to the pecuniary interest in the Stock Options issued for his service on the board of directors of the Issuer (the "Board") or the Common Stock acquired upon exercise of such Stock Options. Each of 667 and Life Sciences owns an indirect proportionate pecuniary interest in the Common Stock acquired upon exercise of the Stock Options issued in connection with Dr. Biggar's service on the Board less the exercise cost of those Stock Options.
- 10. Pursuant to the policies of the Adviser, Dr. Biggar does not have a right to any of the Issuer's securities issued in lieu of director retainer fees and the Funds are entitled to an indirect proportionate pecuniary interest in the securities. The Funds each own an indirect proportionate pecuniary interest in the shares of Common Stock. Solely as a result of their ownership interest in (i) the general partners of the Funds and (ii) the Funds, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in the shares of Common Stock issued in lieu of director retainer fees, Stock Options, Common Stock issued upon exercise of Stock Options, RSUs and Common Stock received upon vesting of RSUs (i.e. no direct pecuniary interest).
- 11. The disclosure of the exercise of Stock Options for Common Stock reported on this form is a single exercise of 12,500 Stock Options. The exercise of 12,500 Stock Options is reported for each of the Funds as each has an indirect pecuniary interest in such securities.
- 12. Pursuant to agreements between Dr. Biggar and the Adviser, the Adviser has voting and dispositive power over the Stock Options, RSUs and any Common Stock received as a result of the exercise of Stock Options or vesting of RSUs.
- 13. The price reported in Column 4 is a weighted average price. These shares were traded by 667 and Life Sciences in multiple transactions at prices ranging from \$24.76 to \$25.65, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the Staff, upon request, full information regarding the number of shares traded at each separate price within the range set forth in this footnote.
- 14. The price reported in Column 4 is a weighted average price. These shares were traded by 667 and Life Sciences in multiple transactions at prices ranging from \$25.09 to \$25.65, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the Staff, upon request, full information regarding the number of shares traded at each separate price within the range set forth in this footnote.
- 15. The price reported in Column 4 is a weighted average price. These shares were traded by 667 and Life Sciences in multiple transactions at prices ranging from \$25.08 to \$25.64, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the Staff, upon request, full information regarding the number of shares traded at each separate price within the range set forth in this footnote.
- 16. The Stock Options vested in four equal quarterly installments beginning on June 7, 2013.

Remarks:

Julian C. Baker, a managing member of Baker Bros. Advisors (GP) LLC, the sole general partner of Baker Bros. Advisors LP, and Dr. Stephen R. Biggar, a full-time employee of Baker Bros. Advisors LP are directors of ACADIA Pharmaceuticals Inc. (the "Issuer"). For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the reporting persons other than Julian C. Baker and Dr. Biggar are deemed directors by deputization by virtue of their representation on the board of directors of the Issuer.

By: Baker Bros. Advisors LP,
Name: Scott L. Lessing, Title:
President /s/ Scott L. Lessing

Baker Bros. Advisors LP,
Mgmt. Co. and Inv. Adviser to
667, L.P., pursuant to authority
granted by Baker Biotech
Capital, L.P., GP to 667, L.P.
Name: Scott L. Lessing, Title:
President /s/ Scott L. Lessing
/s/ Julian C. Baker

05/24/2023

/s/ Felix J. Baker 05/24/2023 By: Baker Bros. Advisors (GP)

LLC, Name: Scott L. Lessing,

Title: President /s/ Scott L.

Lessing

Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to

BAKER BROTHERS LIFE

SCIENCES, L.P., pursuant to

authority granted by Baker Brothers Life Sciences Capital,

L.P., GP to Baker Brothers Life Sciences, L.P., Name: Scott L.

Lessing, Title: President /s/ ** Signature of Reporting Person

Date

05/24/2023

05/24/2023

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.