(Last)

(Street) NEW YORK

(City)

(Last)

(Street)

<u>667, L.P.</u>

(First)

860 WASHINGTON STREET, 3RD FLOOR

NY

(State)

(First)

860 WASHINGTON STREET, 3RD FLOOR

1. Name and Address of Reporting Person\*

(Middle)

10014

(Zip)

(Middle)

FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

20549

Washington, D.C. 20040	

OMB APPROVAL

OMB Number:

Section obligat	this box if no long the second th	onger subject to Form 5 nue. See	SIAII		d pursua	ant to Se	ction	GES IN  16(a) of the S the Investme	ecuriti	es Exc	hange Ac	t of 1934		КЭНІР	ll ll	mated average rs per response		0.5
(Last)	R BROS.	Reporting Person* ADVISORS  First)			2. Issue	er Name	and	Ticker or Trac	ling Sy	mbol				(Check all	nship of Reporti applicable) Director Officer (give title below)	X 10	0% O\	
· · · · · · · · · · · · · · · · · · ·				3. Date of Earliest Transaction (Month/Day/Year) 06/06/2018														
(Street) NEW Y	ORK N	4. If Amendment, Date of Original Filed (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  Form filed by One  X Form filed by More				ne Reporting F	erson	·										
(City)	(5	State)	(Zip)															
		-	Table I - Non-	Deriva	ative S	Securi	ties	Acquired	, Dis	ose	d of, or	Bene	ficia	ally Ow	ned			
1. Title of	Security (Ins	tr. 3)	[	2. Transa Date Month/Da		Execution Date,					ecurities Acquired (A) o losed Of (D) (Instr. 3, 4			and 5) Se Be Ov	Amount of curities eneficially vned Following eported	6. Ownersh Form: Direc (D) or Indire (I) (Instr. 4)	ect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
								Code	v	Amoi	unt	(A) or (D)	(A) or (D) Price		ansaction(s) str. 3 and 4)		"	
			Table II - D					cquired, I							ed			
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	Code	action (Instr.	of Exp		Expiration D	ate Exercisable and iration Date nth/Day/Year)		7. Title and Amoun of Securities Underlying Derivative Security (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)		Ownership Ind		. Nature of direct Beneficial wnership (Instr.
				Code	v	(A)	(D)	Date Exercisable	Expii Date	ation	Title	Amou or Numb of Share	oer					
Non- Qualified Stock Option (right to buy)	\$17.52	06/06/2018		A		30,000		(1)	06/05	5/2028	Common Stock	30,0	00	\$0	30,000	I	See (3)(4)	Footnotes <sup>(1)(2)</sup>
		Reporting Person* ADVISORS	<u>LP</u>															
(Last) 860 WAS	SHINGTON OOR	(First) N STREET	(Middle)															
(Street)	ORK	NY	10014															
(City)		(State)	(Zip)															
1. Name ai 14159,		Reporting Person*																

(City)	(State)	(Zip)						
1. Name and Address of Baker Bros. Ad	of Reporting Person* <u>visors (GP) LLC</u>							
(Last) 860 WASHINGTO 3RD FLOOR	(First) IN STREET	(Middle)						
(Street) NEW YORK	NY	10014						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person*  Baker Brothers Life Sciences LP								
(Last) 860 WASHINGTO 3RD FLOOR	(First) N STREET	(Middle)						
(Street) NEW YORK	NY	10014						
(City)	(State)	(Zip)						
1. Name and Address of BAKER FELIX								
(Last) 860 WASHINGTO 3RD FLOOR	(First) N STREET	(Middle)						
(Street) NEW YORK	NY	10014						
(City)	(State)	(Zip)						
Name and Address of Reporting Person*     BAKER JULIAN								
(Last) 860 WASHINGTO	ast) (First) (N							
(Street) NEW YORK	NY	10014						
(City)	(State)	(Zip)						

## Explanation of Responses:

NEW YORK

NY

10014

- 1. 15,000 non-qualified stock options ("Stock Options") convertible solely into common shares of ACADIA Pharmaceuticals Inc. (the "Issuer") were granted to Julian C. Baker, a principal of Baker Bros. Advisors LP (the "Adviser") and 15,000 Stock Options were granted to Dr. Stephen R. Biggar, a full-time employee of the Adviser in their capacity as directors of the Issuer. The Stock Options with a strike price of \$17.52 vest in 4 equal quarterly installments beginning on June 6, 2018 and expire on June 5, 2028. Julian C. Baker and Dr. Biggar serve on the Board of Directors of the Issuer (the "Board") as representatives of Baker Brothers Life Sciences, L.P. ("Life Sciences"), 667, L.P. ("667") and 14159, L.P. ("14159", and together with 667 and Life Sciences, the "Funds").
- 2. Pursuant to the policies of the Adviser, Julian C. Baker and Dr. Biggar do not have any right to any of the Issuer's securities issued as part of their service on the Board and the Funds are entitled to receive all the pecuniary interest in the securities issued. The Funds each own an indirect proportionate pecuniary interest in the Stock Options. Solely as a result of Felix J. Baker's and Julian C. Baker's ownership interest in the general partners of the general partners of the Funds, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in the Stock Options (i.e. no direct pecuniary interest).
- 3. 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 have relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds. The Adviser has investment and dispositive power over the Stock Options and any shares received as a result of the exercise of options.
- 4. 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.

## Remarks:

Julian C. Baker, a principal 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 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 14159,
L.P., pursuant to authority
granted by 14159 Capital, L.P.,
GP to 14159, L.P. 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 06/08/2018

Capital, L.P., GP to 667, L.P. Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing

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 06/08/2018

06/08/2018

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

Title: President /s/

 /s/ Felix J. Baker
 06/08/2018

 /s/ Julian C. Baker
 06/08/2018

 \*\* Signature of Reporting Person
 Date

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

- $^{\star}$  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.