

INFINITY PHARMACEUTICALS, INC.

Form 4

September 11, 2012

FORM 4

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

OMB APPROVAL

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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 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 *
Rosebay Medical Co L.P.

2. Issuer Name and Ticker or Trading Symbol
INFINITY PHARMACEUTICALS, INC. [INFI]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/07/2012

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

C/O NORTH BAY ASSOCIATES, 14000 QUAIL SPRINGS PARKWAY #2200

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

OKLAHOMA CITY, OK 73134

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock					3,000,000	D	
Common Stock	09/07/2012		P	5,416,565 A	\$ 5,416,565	I	By Purdue Pharma L.P. (1)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount of Underlying Securities	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Num. Shares
Stock Purchase Warrants (right to buy)	\$ 20 ⁽²⁾	01/07/2009		H ⁽²⁾	500,000	01/07/2009	07/01/2010 ⁽²⁾	Common Stock	500,000
Stock Purchase Warrants (right to buy)	\$ 30 ⁽²⁾	01/07/2009		H ⁽²⁾	1,000,000	01/07/2009	07/01/2011 ⁽²⁾	Common Stock	1,000,000
Stock Purchase Warrants (right to buy)	\$ 40 ⁽²⁾	01/07/2009		H ⁽²⁾	1,500,000	01/07/2009	07/02/2012 ⁽²⁾	Common Stock	1,500,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rosebay Medical Co L.P. C/O NORTH BAY ASSOCIATES 14000 QUAIL SPRINGS PARKWAY #2200 OKLAHOMA CITY, OK 73134		X		

Signatures

/s/ Frank S. Vellucci, as Assistant Secretary of Rosebay Medical Company, Inc., the general partner of Rosebay Medical Company L.P. 09/07/2012

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).

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- These securities were purchased by Purdue Pharma L.P. pursuant to the Securities Purchase Agreement between the Issuer, Purdue Pharma L.P., Beacon Company and the Reporting Person, dated July 17, 2012 (the "Securities Purchase Agreement"). The Reporting Person and Beacon Company are the ultimate parents of Purdue Pharma L.P. The Reporting Person disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.
- (1)
 - (2) These warrants expired and were not exercised by the holder.

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.