

Alexza Pharmaceuticals Inc.
Form SC 13G
March 28, 2016

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

ALEXZA PHARMACEUTICALS, INC.
(Name of Issuer)
Common Stock, \$0.0001 Par Value
(Title of Class of Securities)
CUSIP 015384 209
February 23, 2016
(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)

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 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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Name of reporting person

1 Teva Pharmaceutical Industries Limited

Check the appropriate box if a member of a group

2 (a) (b)

SEC use only

3

Citizenship or place of organization

4

Israel

Sole voting power

5 None

Number of shares

Shared voting power

beneficially 6 owned by each

2,172,886

reporting person with

Sole dispositive power

7 None

Shared dispositive power

8 2,172,886

Aggregate amount beneficially owned by each reporting person

9

2,172,886

Check box if the aggregate amount in Row (9) excludes certain shares

10

11 Percent of class represented by amount in Row (11)

9.99%¹

Type of reporting person

12

CO

¹ Based on 21,750,615 shares of Common Stock outstanding as of February 19, 2016 as provided by Alexza Pharmaceuticals, Inc.

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Name of reporting person

1 Teva Pharmaceuticals USA,
Inc.

Check the appropriate box if a
member of a group

2 (a) (b)

SEC use only

3

Citizenship or place of
organization

4

Delaware

Sole voting power

5 None

Number of
shares

Shared voting power

beneficially 6
owned by

2,172,886

each
reporting

Sole dispositive power

person 7
with

None

Shared dispositive power

8 2,172,886

Aggregate amount beneficially
owned by each reporting
person

9

2,172,886

Check box if the aggregate
amount in Row (9) excludes
certain shares

10

11 Percent of class represented by
amount in Row (11)

9.99%²

Type of reporting person

12

CO

² Based on 21,750,615 shares of Common Stock outstanding as of February 19, 2016 as provided by Alexza Pharmaceuticals, Inc.

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Item 1.

(a) Name of Issuer:

Alexza
Pharmaceuticals,
Inc. (the
“Company”)

(b) Address of
Issuer’s Principal
Executive
Offices:

2091 Stierlin
Court
Mountain View,
CA 94043

Item 2.

(a) Name of Persons
Filing

This Schedule
13G is being
filed by Teva
Pharmaceutical
Industries
Limited (“Teva”)
and Teva
Pharmaceuticals
USA, Inc. (“Teva
USA”), as joint
filers (together,
the “Reporting
Persons”). Teva
USA is an
indirect, wholly
owned subsidiary
of Teva. The
Reporting
Persons have
entered into a
Joint Filing
Agreement, a
copy of which is

filed with this
Schedule 13G,
pursuant to
which the
Reporting
Persons have
agreed to file this
Schedule 13G
jointly in
accordance with
the provisions of
Rule 13d-1(k) of
the Securities
Exchange Act of
1934, as
amended.

(b) Address of
Principal Offices
or, if none,
Residence:

The principal
business office of
Teva is 5 Basel
Street, P.O. Box
3190, Petach
Tikva 4951033,
Israel.

The principal
business office of
Teva USA is
1090 Horsham
Road, North
Wales, PA
19454.

(c) Citizenship

Please see Item 4
of each cover
page.

Title of Class of
Securities

(d) Common Stock,
\$0.0001 par
value ('Common
Stock')

(e) CUSIP Number

015384 209

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b), 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) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Teva

Number of Shares: 2,172,886

Percentage of Outstanding Shares: 9.99%³

Sole Voting Power: None.

Shared Voting Power: 2,172,886

Sole Dispositive Power: None.

Shared Dispositive Power: 2,172,886

Teva USA

Number of Shares: 2,172,886

Percentage of Outstanding Shares: 9.99%⁴

Sole Voting Power: None.

Shared Voting Power: 2,172,886

Sole Dispositive Power: None.

Shared Dispositive Power: 2,172,886

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

Not applicable.

Item 6. Ownership of more than Five Percent on Behalf of another Person

Not applicable.

³ Based on 21,750,615 shares of Common Stock outstanding as of February 19, 2016 as provided by Alexza Pharmaceuticals, Inc.

⁴ Based on 21,750,615 shares of Common Stock outstanding as of February 19, 2016 as provided by Alexza Pharmaceuticals, Inc.

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

Not applicable.

Item Identification and Classification of Members of the Group
8.

Not applicable.

Item Notice of Dissolution of Group
9.

Not applicable.

Item Certifications
10.

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.

Exhibits
Joint Filing Agreement attached as Exhibit A.

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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 28, 2016

TEVA PHARMACEUTICALS USA, INC.

By: /s/ Deborah A. Griffin
Name: Deborah A. Griffin
Title: SVP & Chief Accounting Officer

TEVA PHARMACEUTICAL INDUSTRIES LIMITED

By: /s/ Eyal Desheh
Name: Eyal Desheh
Title: Group Executive Vice President and Chief Financial Officer