

LEXICON PHARMACEUTICALS, INC.

Form 4

December 10, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Invus C.V.

2. Issuer Name **and** Ticker or Trading
Symbol

LEXICON PHARMACEUTICALS,
INC. [LXRX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/10/2014

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

MARTEN MEESWEG 25,

(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

ROTTERDAM, P7 3068AV

(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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	12/10/2014		P		315,896	A \$ 0.9033 <u>(5)</u>	30,098,505	I	See Footnote <u>(1)</u> <u>(3)</u> <u>(4)</u>
Common Stock							34,685	D <u>(2)</u> <u>(4)</u>	

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
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SEC 1474
(9-02)

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficial Owned Following Transaction (Instr. 6)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title or Number of Shares

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
J.V. 10000 MEESWEG 25 AMSTERDAM, P7 3068AV	X	X		
L.C. 10000 KINGSTON AVENUE, 30TH FLOOR NEW YORK, NY 10022	X	X		
JANE RAYMOND JAYS, L.L.C. 10000 KINGSTON AVENUE, 30TH FLOOR NEW YORK, NY 10022	X	X		

INVUS C.V., By: ULYS, L.L.C., its general partner, By: /s/ Raymond Debbane, Name: Raymond Debbane, Title: President	12/10/2014
_____ **Signature of Reporting Person	Date
ULYS, L.L.C., By: /s/ Raymond Debbane, Name: Raymond Debbane, Title: President	12/10/2014
_____ **Signature of Reporting Person	Date
RAYMOND DEBBANE, /s/ Raymond Debbane	12/10/2014
_____ **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).
- (1) These securities are directly held by Invus C.V.
- (2) These securities are directly held by Mr. Raymond Debbane.
- (3) Ulys, L.L.C. is the general partner of Invus C.V., and Mr. Raymond Debbane is the sole member of Ulys, L.L.C.

Each of the Reporting Persons (other than to the extent it directly holds securities reported herein) disclaims beneficial ownership of the securities held by the other Reporting Persons, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each of the Reporting Persons (other than to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.
- (4) The price reported in Column 4 is a weighted average price. These shares were acquired in multiple transactions at prices ranging from \$0.8946 to \$0.9093, 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, upon request, full information regarding the number of shares acquired at each separate price within the range set forth in this footnote.
- (5)

Remarks:

Artal International S.C.A. directly holds 149,253,731 shares of Issuer common stock; Invus, L.P. directly holds 247,818,843 s

For purposes of Section 16 of the Exchange Act, the Reporting Persons may be deemed to be directors by deputization of the I

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

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