

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT
TO RULE 13d-2(a)

(Amendment No. 15)*

ACADIA Pharmaceuticals Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

004225108

(CUSIP number)

Alexandra A. Toohey
Chief Financial Officer
Baker Bros. Advisors LP
860 Washington Street, 3rd Floor
New York, NY 10014
(212) 339-5690

(Name, address and telephone number of person authorized to receive notices and communications)

January 12, 2023

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

(Continued on the following pages)

(Page 1 of 11 Pages)

*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 disclosures provided in a prior cover page.

The information required on 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.

1.	NAMES OF REPORTING PERSONS Baker Bros. Advisors LP	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS* OO	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER: 42,163,470 (1)
	8.	SHARED VOTING POWER: 0
	9.	SOLE DISPOSITIVE POWER: 42,163,470 (1)
	10.	SHARED DISPOSITIVE POWER: 0
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 42,163,470 (1)	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 26.0% (1)(2)	
14.	TYPE OF REPORTING PERSON* IA, PN	

- (1) Includes 100,492 shares of the common stock ("Common Stock") of ACADIA Pharmaceuticals Inc. (the "Issuer") underlying options and 9,450 shares of Common Stock from the vesting of restricted stock units (each an "RSU") directly held by Julian C. Baker, a managing member of Baker Bros. Advisors (GP) LLC (the "Adviser GP") and 124,492 shares of the Common Stock of the Issuer underlying options and 9,450 shares of Common Stock from the vesting of RSU's directly held by Dr. Stephen R. Biggar, a full-time employee of Baker Bros. Advisors LP (the "Adviser").
- (2) Based on 161,930,994 shares of the Issuer's Common Stock outstanding as of October 21, 2022, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission ("SEC") on November 3, 2022.

1.	NAMES OF REPORTING PERSONS Baker Bros. Advisors (GP) LLC	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS* OO	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2€ <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER: 42,163,470 (1)
	8.	SHARED VOTING POWER: 0
	9.	SOLE DISPOSITIVE POWER: 42,163,470 (1)
	10.	SHARED DISPOSITIVE POWER: 0
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 42,163,470 (1)	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 26.0% (1)(2)	
14.	TYPE OF REPORTING PERSON* HC, OO	

- (1) Includes 100,492 shares of the Common Stock of the Issuer underlying options and 9,450 shares of Common Stock from the vesting of RSU's directly held by Julian C. Baker and 124,492 shares of the Common Stock of the Issuer underlying options and 9,450 shares of Common Stock from the vesting of RSU's directly held by Dr. Stephen R. Biggar.
- (2) Based on 161,930,994 shares of the Issuer's Common Stock outstanding as of October 21, 2022, as reported in the Issuer's Form 10-Q filed with the SEC on November 3, 2022.

1.	NAMES OF REPORTING PERSONS Felix J. Baker	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS* OO	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER: 42,306,789 (1)
	8.	SHARED VOTING POWER:
	9.	SOLE DISPOSITIVE POWER: 42,306,789 (1)
	10.	SHARED DISPOSITIVE POWER:
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 42,306,789 (1)	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 26.1% (1)(2)	
14.	TYPE OF REPORTING PERSON* IN, HC	

- (1) Includes 100,492 shares of the Common Stock of the Issuer underlying options and 9,450 shares of Common Stock from the vesting of RSU's directly held by Julian C. Baker and 124,492 shares of the Common Stock of the Issuer underlying options and 9,450 shares of Common Stock from the vesting of RSU's directly held by Dr. Stephen R. Biggar.
- (2) Based on 161,930,994 shares of the Issuer's Common Stock outstanding as of October 21, 2022, as reported in the Issuer's Form 10-Q filed with the SEC on November 3, 2022.

1.	NAMES OF REPORTING PERSONS Julian C. Baker	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS* OO	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER: 42,306,789 (1)
	8.	SHARED VOTING POWER
	9.	SOLE DISPOSITIVE POWER: 42,306,789 (1)
	10.	SHARED DISPOSITIVE POWER:
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 42,306,789 (1)	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 26.1% (1)(2)	
14.	TYPE OF REPORTING PERSON* IN, HC	

- (1) Includes 100,492 shares of the Common Stock of the Issuer underlying options and 9,450 shares of Common Stock from the vesting of RSU's directly held by Julian C. Baker and 124,492 shares of the Common Stock of the Issuer underlying options and 9,450 shares of Common Stock from the vesting of RSU's directly held by Dr. Stephen R. Biggar.
- (2) Based on 161,930,994 shares of the Issuer's Common Stock outstanding as of October 21, 2022, as reported in the Issuer's Form 10-Q filed with the SEC on November 3, 2022.

1	NAMES OF REPORTING PERSONS FBB3 LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 40,443
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 40,443
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 40,443	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (1)	
14	TYPE OF REPORTING PERSON (See Instructions) OO	

(1) The percentage of ownership is less than 0.1%, based on 161,930,994 shares of the Issuer's Common Stock outstanding as of October 21, 2022, as reported in the Issuer's Form 10-Q filed with the SEC on November 3, 2022.

Amendment No. 15 to Schedule 13D

This Amendment No. 15 to Schedule 13D amends and supplements the previously filed Schedules 13D filed by Baker Bros. Advisors LP (the “Adviser”), Baker Bros. Advisors (GP) LLC (the “Adviser GP”), Julian C. Baker, Felix J. Baker and FBB3 LLC (“FBB3”) (collectively the “Reporting Persons”). Except as supplemented herein, such statements, as heretofore amended and supplemented, remain in full force and effect.

The Adviser GP is the sole general partner of the Adviser. Pursuant to management agreements, as amended, among the Adviser, Baker Brothers Life Sciences, L.P. (“Life Sciences”) and 667, L.P. (“667”, and together with Life Sciences, the “Funds”), and their respective general partners, the Funds’ respective general partners relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds, and thus the Adviser has complete and unlimited discretion and authority with respect to the Funds’ investments and voting power over investments.

All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule 13D, as amended. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of Schedule 13D is supplemented and amended, as the case may be, as follows:

The disclosure regarding the purchases in Item 4 below is incorporated herein by reference.

Item 4. Purpose of the Transaction.

Item 4 of Schedule 13D is supplemented and amended, as the case may be, as follows:

On January 12, 2023, the Adviser acquired beneficial ownership of 15,000 shares of common stock (“Common Stock”) of ACADIA Pharmaceuticals Inc. (the “Issuer”), as a result of the exercise of 15,000 options to purchase Common Stock at \$5.22 per share (the “Exercised Stock Options”) held directly by Dr. Stephen R. Biggar, a full-time employee of the Adviser. Dr. Biggar and Julian C. Baker, a managing member of the Adviser GP, currently serve on the Issuer’s board of directors (the “Board”) as representatives of the Funds. The policy of the Funds and the Adviser does not permit managing members of the Adviser GP or full-time employees of the Adviser to receive compensation for serving as directors of the Issuer, and the Funds are instead entitled to the pecuniary interest in the Exercised Stock Options. Dr. Biggar, as an agent in his capacity as a director of the Issuer, entered into a proceeds agreement (the “Proceeds Agreement”) with the Adviser on January 12, 2023. Pursuant to the Proceeds Agreement, Dr. Biggar agreed that, with respect to the Exercised Stock Options and the Common Stock received as a result of the exercise of the Exercised Stock Options, the Adviser will have dispositive power as well as the ability to control the timing of exercise of the Exercised Stock Options and that any proceeds from the sale of the Common Stock will be remitted to the Adviser net of brokerage commissions. Other than through their control of the Adviser, Felix J. Baker and Julian C. Baker have neither voting nor dispositive power and have no direct pecuniary interest in the Exercised Stock Options or the Common Stock. Pursuant to the Proceeds Agreement, the Adviser funded Dr. Biggar’s exercise of the Exercised Stock Options through loans from the Funds (the “Loan Agreements”). The total amount expended on acquiring the Common Stock was \$78,300.

In order to effect the exercise of the Exercised Stock Options, on January 12, 2023, the Adviser entered into the Loan Agreements with the Funds pursuant to which 667 and Life Sciences loaned \$6,488 and \$71,812, respectively, totaling \$78,300 to the Adviser for the purpose of acquiring the Common Stock. The loan is due January 12, 2053, or earlier if the Common Stock are sold (“Due Date”), with interest payable through the Due Date at a rate of 3.84% annually.

The Funds hold securities of the Issuer for investment purposes. The Reporting Persons or their affiliates may purchase additional securities or dispose of securities in varying amounts and at varying times depending upon the Reporting Persons' continuing assessments of pertinent factors, including the availability of shares of Common Stock or other securities for purchase at particular price levels, the business prospects of the Issuer, other business investment opportunities, economic conditions, stock market conditions, money market conditions, the attitudes and actions of the board of directors and management of the Issuer, the availability and nature of opportunities to dispose of shares in the Issuer and other plans and requirements of the particular entities. The Reporting Persons may discuss items of mutual interest with the Issuer's management, other members of the Board and other investors, which could include items in subparagraphs (a) through (j) of Item 4 Schedule 13D.

Depending upon their assessments of the above factors, the Reporting Persons or their affiliates may change their present intentions as stated above and they may assess whether to make suggestions to the management of the Issuer regarding financing, and whether to acquire additional securities of the Issuer, including shares of Common Stock (by means of open market purchases, privately negotiated purchases, exercise of some or all of the Prefunded Warrants (as defined in Item 5), exercise of some or all of the options to purchase Common Stock of the Issuer ("Stock Options"), vesting of restricted stock units (each an "RSU") or otherwise) or to dispose of some or all of the securities of the Issuer, including shares of Common Stock, under their control.

Except as otherwise disclosed herein, at the present time, the Reporting Persons do not have any plans or proposals with respect to any extraordinary corporate transaction involving the Issuer including, without limitation, those matters described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

ITEM 5. Interest in Securities of the Issuer.

(a) and (b) Items 7 through 11 and 13 of each of the cover pages of this Amendment No. 15 are incorporated herein by reference.

Set forth below is the aggregate number of shares of Common Stock of the Issuer directly held by each of the Funds, which may be deemed to be indirectly beneficially owned by the the Adviser, the Adviser GP, Julian C. Baker and Felix J. Baker, as well as shares of Common Stock of the Issuer that may be acquired upon exercise of the Prefunded Warrants (as defined below) by the Funds, subject to the limitations on exercise described below.

Holder	Shares of Common Stock	Prefunded Warrants
667, L.P.	3,470,609	42,131
Baker Brothers Life Sciences, L.P.	38,433,977	447,138
Total	41,904,586	489,269

The warrants to acquire Common Stock at an exercise price of \$0.01 per share with no expiration date (the "Prefunded Warrants") are only exercisable to the extent that after giving effect to such exercise the holders thereof and their affiliates would beneficially own, for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), no more than 19.99% of the outstanding shares of Common Stock of the Issuer ("Beneficial Ownership Limitation"). By written notice to the Issuer, the Funds may from time to time increase or decrease the Beneficial Ownership Limitation applicable to that Fund to any other percentage not in excess of 19.99%. Any such increase will not be effective until the 65th day after such notice is delivered to the Issuer. As a result of this restriction, the number of shares that may be issued upon exercise of the Prefunded Warrants by the above holders may change depending upon changes in the outstanding shares of Common Stock of the Issuer.

The Adviser GP, Felix J. Baker and Julian C. Baker as managing members of the Adviser GP, and the Adviser may be deemed to be beneficial owners of securities of the Issuer directly held by the Funds.

Julian C. Baker and Stephen R. Biggar currently serve on the Board as representatives of the Funds. Julian C. Baker and Dr. Biggar, as compensation for their service on the Board, receive Stock Options. Julian C. Baker and Dr. Biggar hold 104,084 and 128,084 Stock Options, respectively, of which 100,492 and 124,492, respectively, are vested or will vest within 60 days hereof. The policy of the Funds and the Adviser does not permit managing members of the Adviser GP or full-time employees of the Adviser to receive compensation for serving as directors of the Issuer, and the Funds are instead entitled to the pecuniary interest in the Stock Options. Julian C. Baker and Dr. Biggar have no voting or dispositive power and no pecuniary interest in the Stock Options. Other than through their control of the Adviser, Felix J. Baker and Julian C. Baker have neither voting nor dispositive power and have no direct pecuniary interest in the Stock Options held by Dr. Biggar. Baker Bros. Advisors LP has voting and investment power over the Stock Options held by Julian C. Baker and Dr. Biggar disclosed herein and in previous amendments to this Schedule 13D.

The Adviser GP, and Felix J. Baker and Julian C. Baker as managing members of the Adviser GP, may be deemed to have the power to vote or direct the vote of and the power to dispose or direct the disposition of the Stock Options held by Julian C. Baker and Dr. Biggar disclosed herein and in previous amendments to this Schedule 13D.

Julian C. Baker and Felix J. Baker are also the sole managers of FBB3 and by policy they do not transact in or vote the securities of the Issuer held by FBB3.

(c) The disclosures in Item 4 are incorporated by reference herein. Except as previously disclosed in this Schedule 13D, none of the Reporting Persons or their affiliates has affected any other transactions in securities of the Issuer during the past 60 days.

(d) Certain securities of the Issuer are held directly by 667, a limited partnership the sole general partner of which is Baker Biotech Capital, L.P., a limited partnership the sole general partner of which is Baker Biotech Capital (GP), LLC. Julian C. Baker and Felix J. Baker are the managing members of Baker Biotech Capital (GP), LLC.

Certain securities of the Issuer are held directly by Life Sciences, a limited partnership the sole general partner of which is Baker Brothers Life Sciences Capital, L.P., a limited partnership the sole general partner of which is Baker Brothers Life Sciences Capital (GP), LLC. Julian C. Baker and Felix J. Baker are the managing members of Baker Brothers Life Sciences Capital (GP), LLC.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to the Securities of the Issuer.

Item 6 of this Schedule 13D is hereby supplemented and amended, as the case may be, as follows:

The disclosure in Item 4 is incorporated by reference herein.

The Loan Agreement and the Proceeds Agreement are filed as Exhibits 99.1 and 99.2, respectively, and are incorporated by reference herein.

Item 7. Material to be Filed as Exhibits.

Exhibit	Description
99.1	Loan Agreement, dated January 12, 2023, by and among the Adviser and the Funds.
99.2	Proceeds Agreement, dated January 12, 2023, by and among the Adviser and Dr. Stephen R. Biggar.

SIGNATURE

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.

January 17, 2023

BAKER BROS. ADVISORS LP

By: Baker Bros. Advisors (GP) LLC, its general partner

By: /s/ Scott L. Lessing

Name: Scott L. Lessing

Title: President

BAKER BROS. ADVISORS (GP) LLC

By: /s/ Scott L. Lessing

Name: Scott L. Lessing

Title: President

/s/ Julian C. Baker

Julian C. Baker

/s/ Felix J. Baker

Felix J. Baker

FBB3 LLC

By: /s/ Julian C. Baker

Name: Julian C. Baker

Title: Manager

LOAN AGREEMENT BETWEEN BAKER BROTHERS LIFE SCIENCES, L.P., 667, L.P. AND BAKER BROS. ADVISORS LP

For value received, Baker Bros Advisors LP (the "Management Company") promises to pay Baker Brothers Life Sciences, L.P. and 667, L.P., (collectively "The Funds"), the amounts set forth in Schedule A below, payable on the Due Date (as defined below) with interest payable through the Due Date at a rate of 3.84% annually.

The Funds are lending the Management Company these amounts so that Stephen Biggar, as agent of the Management Company, may exercise 15,000 ACADIA Pharmaceuticals Inc. ("ACAD") Director's Non-qualified Stock Options at \$5.22 (the "Shares") and deposit the Shares into Stephen Biggar's brokerage account held at JPMorgan.

The "Due Date" shall be January 12, 2053, however, following the sale by Stephen Biggar of all of the Shares, the Due Date shall accelerate to the date that is 10 days after date of the last sale of Shares.

This Loan Agreement shall be construed in accordance with the laws of the State of New York.

BAKER BROS. ADVISORS LP

/s/ Scott L. Lessing

By: Scott L. Lessing
President

667, L.P.

BY: BAKER BROS. ADVISORS LP, management company and investment adviser to **667, L.P.**, pursuant to authority granted to it by Baker Biotech Capital, L.P., general partner to 667, L.P., and not as the general partner.

By: /s/ Scott L. Lessing

Scott Lessing
President

BAKER BROTHERS LIFE SCIENCES, L.P.

By: BAKER BROS. ADVISORS LP, management company and investment adviser to **Baker Brothers Life Sciences, L.P.**, pursuant to authority granted to it by Baker Brothers Life Sciences Capital, L.P., general partner to Baker Brothers Life Sciences, L.P., and not as the general partner.

By: /s/ Scott. L. Lessing
Scott Lessing
President

Schedule A

Fund		667, L.P.	Baker Brothers Life Sciences, L.P.	Total
Loan	\$	6,488	\$ 71,812	\$ 78,300

PROCEEDS AGREEMENT

AGREEMENT dated as of January 12, 2023 by and between Baker Bros. Advisors LP (the “Management Company”) and Dr. Stephen Biggar (the “Agent”).

WHEREAS, the Agent, in his capacity as a director of ACADIA Pharmaceuticals Inc. (the “Company”), received non-transferable options (the “Options”) to purchase 15,000 shares of the Company common stock (the “Stock”) according to the below Schedule A;

WHEREAS, the Management Company provides management and administrative service to each of Baker Brothers Life Sciences, L.P. and 667, L.P (the “Funds”) in exchange for a management fee from each (the “Management Fees”);

WHEREAS, the Company is a portfolio company of the Funds;

WHEREAS, Pursuant to the Funds’ Limited Partnership Agreements and the Management Company’s policies, directors’ fees, consulting fees and other remuneration (including options, warrants or other equity securities) paid by Funds portfolio companies to an agent, officer or employee of the Management Company shall reduce (but not below \$0) the Management Fees; and

WHEREAS, the Agent and the Management Company wish to memorialize their understanding with respect to the Options;

NOW, THEREFORE, for good and valuable consideration, the parties agree as follows:

1. Subject to the provisions of Section 2, the Agent agrees, as soon as practicable after receipt from the Company, to remit to the Management Company any directors’ fees, consulting fees and other remuneration that the Agent receives from the Company.
 2. The Agent shall exercise the Options at the time directed by the Management Company. When the Agent exercises the Options, the Management Company shall provide the Agent with the amount of cash necessary to enable the Agent to purchase the Stock for which the Options are being exercised from the Company, in compliance with the terms of the Options.
 3. Thereafter, the Agent shall hold the Stock in a brokerage account at JPMorgan which is not commingled with other personal holdings of the Agent until directed by the Management Company to sell the Stock. The Agent agrees, as soon as practicable after receiving direction from the Management Company, to sell all, or any portion, of the Stock as directed by the Management Company and to remit the gross cash proceeds (but net of brokerage commissions) from the sale of the Stock to the Management Company.
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4. The Agent agrees not to amend or modify the Options, waive any of the provisions thereof, or enter into any agreement or understanding with respect to the Options or the Stock, without the prior written consent of the Management Company.

5. The Agent shall not report any income attributable to these transactions as his own income, but instead, shall report such income on any and all tax returns required to be filed by the Agent as received by him only in his capacity as an agent, officer or employee of the Management Company. The Management Company shall report all such income on any and all tax returns required to be filed by the Management Company.

6. This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective heirs, legal representatives, successors and assigns. This Agreement shall survive the death, merger, dissolution or termination of any of the parties hereto and shall continue in full force and effect notwithstanding that the Agent shall cease to be an agent, officer or employee of the Management Company for any reason.

7. This Agreement may be amended or modified only by a writing signed on behalf of the parties hereto. No provision of this Agreement may be waived except in writing signed on behalf of the party against whom such waiver is asserted.

8. From and after the date of this Agreement, the parties shall execute and deliver such instruments, documents and other writings, and take such other actions, as may be necessary to confirm and carry out and to effectuate fully the intent and purposes of the transactions on their part respectively contemplated by this Agreement.

9. If any of the benefits contemplated by this Agreement would be reduced or unachievable because of restrictions or prohibitions imposed by law (by way of example only, the Securities Act of 1933, state securities laws, or the Company's governing instruments), the parties hereto shall use their best efforts to preserve the intent of this Agreement and the benefits contemplated hereby by amending, modifying or waiving in an appropriate manner the provisions of this Agreement.

10. This Agreement shall be governed by and construed in accordance with the laws of the State of New York.

IN WITNESS WHEREOF, the undersigned have executed this Proceeds Agreement as of the date first above written.

MANAGEMENT COMPANY

/s/ Scott L. Lessing
By: Scott L. Lessing
Title: President

AGENT

/s/ Stephen R. Biggar
Dr. Stephen R. Biggar

Schedule A

Fund	667, L.P.	Baker Brothers Life Sciences, L.P.	Total
Loan	\$ 6,488	\$ 71,812	\$ 78,300
