

AVANIR PHARMACEUTICALS, INC.

Form SC 13G/A

November 10, 2014

SCHEDULE 13G

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

**Avanir Pharmaceuticals, Inc.**

(Name of Issuer)

**Common Stock, par value \$0.0001 per share**

(Title of Class of Securities)

**05348P401**

(CUSIP Number)

**October 6, 2014**

(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 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 (the “Act”) 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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CUSIP No. 05348P401

**NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (entities only)**

Baker Bros. Advisors LP

**1**

13-4093645

**CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP (See  
Instructions)**

**2**

(a) "

(b) "

**3**

**SEC USE ONLY**

**4**

**CITIZENSHIP OR PLACE OF  
ORGANIZATION**

Delaware

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH**

**SOLE VOTING POWER**

**5** 32,767,078

**SHARED VOTING POWER**

**6** -0-

**SOLE DISPOSITIVE POWER**

**7** 32,767,078

**8 SHARED DISPOSITIVE POWER**

-0-

**AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON**

**9**

32,767,078

**CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES**

**10**

..

(See Instructions)

**PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW 9**

**11**

17.0% (1)

**TYPE OF REPORTING PERSON (See  
Instructions)**

**12**

IA, PN

Based on 190,031,324 shares of common stock outstanding as of September 25, 2014, as reported in the Issuer's (1) Prospectus filed with the SEC on September 25, 2014 along with 2,730,000 additional shares outstanding as a result of the exercise of options granted to underwriters as reported in the Issuer's 8-K filed on September 25, 2014.

CUSIP No. 05348P401

**NAMES OF REPORTING  
PERSONS  
I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (entities only)**

Baker Bros. Advisors (GP) LLC

**1**

46-3147749

**CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (See  
Instructions)**

**2** (a) "

(b) "

**3** SEC USE ONLY

**CITIZENSHIP OR PLACE OF  
ORGANIZATION**

**4**

Delaware

**SOLE VOTING POWER  
NUMBER  
OF<sup>5</sup> 32,767,078  
SHARES  
BENEFICIARIES  
OWNED  
BY<sup>6</sup> -0-  
EACH  
REPORTING POSITIVE POWER  
PERSON  
WITH<sup>7</sup> 32,767,078**

**8 SHARED DISPOSITIVE POWER**

-0-

**AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
9 EACH REPORTING PERSON**

32,767,078

**CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
9 EXCLUDES CERTAIN SHARES**

**10..**

(See Instructions)

**PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9**

**11**

17.0% (1)

**TYPE OF REPORTING PERSON**

**12** (See Instructions)  
HC, OO

Based on 190,031,324 shares of common stock outstanding as of September 25, 2014, as reported in the Issuer's  
(1) Prospectus filed with the SEC on September 25, 2014 along with 2,730,000 additional shares outstanding as a  
result of the exercise of options granted to underwriters as reported in the Issuer's 8-K filed on September 25, 2014.

CUSIP No. 05348P401

**NAMES OF REPORTING  
PERSONS**

**I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (entities only)**

**1**  
Felix J. Baker

**CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (See  
Instructions)**

**2** (a) "  
(b) "

**3** SEC USE ONLY

**CITIZENSHIP OR PLACE OF  
ORGANIZATION**

**4**  
United States

**SOLE VOTING POWER**

**5** 32,767,078  
**NUMBER  
OF SHARED VOTING POWER  
SHARES  
BENEFICIALLY  
OWNED  
BY SOLE DISPOSITIVE POWER  
EACH  
REPORTING  
PERSON  
WITH SHARED DISPOSITIVE POWER**

**8**  
-0-

**9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON**

32,767,078

**CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(9) EXCLUDES CERTAIN SHARES**

**10..**

**(See Instructions)**

**PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9**

**11**

17.0% (1)

**TYPE OF REPORTING PERSON  
(See Instructions)**

**12**

IN, HC

Based on 190,031,324 shares of common stock outstanding as of September 25, 2014, as reported in the Issuer's (1)Prospectus filed with the SEC on September 25, 2014 along with 2,730,000 additional shares outstanding as a result of the exercise of options granted to underwriters as reported in the Issuer's 8-K filed on September 25, 2014.

CUSIP No. 05348P401

**NAMES OF REPORTING  
PERSONS**

**I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (entities only)**

**1**  
Julian C. Baker

**CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (See  
Instructions)**

**2**  
(a) "  
  
(b) "

**3 SEC USE ONLY**

**CITIZENSHIP OR PLACE OF  
ORGANIZATION**

**4**  
United States

**SOLE VOTING POWER**

**5**  
32,767,078  
**NUMBER  
OF SHARED VOTING POWER  
SHARES  
BENEFICIALLY  
OWNED  
BY SOLE DISPOSITIVE POWER  
EACH  
REPORTING  
PERSON  
WITH SHARED DISPOSITIVE POWER**

**8**  
-0-

**AGGREGATE AMOUNT  
9 BENEFICIALLY OWNED BY**

**EACH REPORTING PERSON**

32,767,078

**CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(9) EXCLUDES CERTAIN SHARES**

10..

(See Instructions)

**PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9**

11

17.0% (1)

**TYPE OF REPORTING PERSON  
(See Instructions)**

12 IN, HC

Based on 190,031,324 shares of common stock outstanding as of September 25, 2014, as reported in the Issuer's (1) Prospectus filed with the SEC on September 25, 2014 along with 2,730,000 additional shares outstanding as a result of the exercise of options granted to underwriters as reported in the Issuer's 8-K filed on September 25, 2014.

**Item 1(a) Name of Issuer:**

Avanir Pharmaceuticals, Inc. (the “Issuer”)

**Item 1(b) Address of Issuer’s Principal Executive Offices:**

20 Enterprise, Suite 200

Aliso Viejo, California 92656

**Item 2(a) Name of Person Filing:**

This Schedule 13G is being filed jointly by the Baker Bros. Advisors LP (the “Adviser”), Baker Bros. Advisors (GP) LLC (the “Adviser GP”), Felix J. Baker and Julian C. Baker (collectively, the “Reporting Persons”).

**Item 2(b) Address of Principal Business Office or, if None, Residence:**

The business address of each of the Reporting Persons is:

c/o Baker Bros. Advisors LP

667 Madison Avenue, 21<sup>st</sup> Floor

New York, NY 10065

(212) 339-5690

**Item 2(c) Citizenship:**

The Adviser is a limited partnership organized under the laws of the State of Delaware. The Adviser GP is a limited liability company organized under the laws of the State of Delaware. The citizenship of each of Julian C. Baker and Felix J. Baker is the United States of America.

**Item 2(d) Title of Class of Securities**

Common Stock, \$0.0001 par value per share (“Common Stock”)

**Item 2(e) CUSIP Number**

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**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or (c), check whether the person filing is a:**

- (a) ☐ Broker or dealer registered under Section 15 of the Exchange Act.
- (b) ☐ Bank as defined in section 3(a)(6) of the Exchange Act.
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Exchange Act.
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940.
- (e) ☒ An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) ☐ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) ☒ A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (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.
- (j) ☐ Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

Items 5 through 9 and 11 of each of the cover pages to this Schedule 13G are incorporated herein reference. Certain securities of the Issuer are directly held by each of Baker Brothers Life Sciences, L.P. (“Life Sciences”), 14159, L.P. (“14159”) and 667, L.P. (“667”, and together with Life Sciences and 14159, the “Funds”). The information set forth below is based upon 190,031,324 shares of common stock outstanding as of September 25, 2014, as reported in the Issuer’s Prospectus filed with the SEC on September 25, 2014 along with 2,730,000 additional shares outstanding as a result of the exercise of options granted to underwriters as reported in the Issuer’s 8-K filed on September 25, 2014. Such percentage figures are calculated in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended.

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Name	Number of Shares of Common Stock we own or have the right to acquire within 60 days	Percent of Class Outstanding	
667, L.P.	3,478,803	1.8	%
Baker Brothers Life Sciences, L.P.	29,244,975	15.2	%
14159, L.P.	43,300	0.0	%
Total	32,767,078	17.0	%

Pursuant to the amended and restated management agreements, as amended, among the Adviser, 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, the Adviser has complete and unlimited discretion and authority with respect to the Funds' investments and voting power over investments.

The Adviser GP, Felix J. Baker and Julian C. Baker as principals of the Adviser GP, and the Adviser may be deemed to be beneficial owners of securities of the Issuer directly held by the Funds, and may be deemed to have the power to vote or direct the vote of and the power to dispose or direct the disposition of such securities.

The Reporting Persons disclaim beneficial ownership of the securities held by each of the Funds, and this Amendment No. 1 shall not be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 13(d) or for any other purpose.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ]. N/A

#### **Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

The information in Item 4 is incorporated herein by reference.

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

The information in Item 4 is incorporated herein by reference.

**Item 8. Identification and Classification of Members of the Group.**

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N/A

**Item 9. Notice of Dissolution of Group.**

N/A

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

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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.

November 10, 2014

**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