

INFINITY PHARMACEUTICALS, INC.

Form 8-K

November 06, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): November 2, 2012**

**Infinity Pharmaceuticals, Inc.**

(Exact name of registrant as specified in charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**000-31141**  
(Commission

File Number)

**33-0655706**  
(IRS Employer

Identification No.)

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**780 Memorial Drive, Cambridge, MA**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code: (617) 453-1000**

**02139**

**(Zip Code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02. Results of Operations and Financial Condition.**

On November 6, 2012, we issued a press release announcing our results for the quarter ended September 30, 2012 and will conduct a previously-announced, publicly-available conference call to discuss those results. A copy of this press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

This information and Exhibit 99.1 hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act ) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On November 2, 2012 Steven H. Holtzman, the Chair of our Board of Directors (the Board ) notified the Board of his decision to resign from our Board effective immediately. Mr. Holtzman indicated that he decided to resign to avoid the potential for a conflict of interest between his role as a member of Infinity s board of directors and his role as executive vice president, corporate development of Biogen Idec Inc. that could have arisen from both companies having product development programs focused on inflammatory disorders.

**Item 7.01. Regulation FD Disclosure.**

From time to time, we intend to conduct meetings with third parties in which our current corporate slide presentation is presented. A copy of this slide presentation, dated November 6, 2012, is attached as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

This information and Exhibit and 99.2 hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act ) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 8.01. Other Events.**

The information in Item 5.02 is incorporated by reference into this Item 8.01. On November 5, 2012, following the resignation of Mr. Holtzman as the Chair of our Board, the Board elected Adelene Q. Perkins, President and CEO of the Company, to Chair of the Board.

**Item 9.01. Financial Statements and Exhibits.**

(d) The following exhibits are included in this report:

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release dated November 6, 2012
99.2	Presentation dated November 6, 2012

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**INFINITY PHARMACEUTICALS, INC.**

Date: November 6, 2012

By: /s/ Lawrence E. Bloch  
Lawrence E. Bloch, MD, JD  
EVP, Chief Financial Officer and Chief  
Business Officer