

LEXICON PHARMACEUTICALS, INC./DE

Form 3

June 27, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Ulys, LLC

(Last)

(First)

(Middle)

750 LEXINGTON
AVENUE, 30TH FLOOR

(Street)

NEW YORK, NY 10022

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/17/2007

3. Issuer Name and Ticker or Trading Symbol

LEXICON PHARMACEUTICALS, INC./DE [LXX]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

3,891,108

I

See Footnote (1) (2)

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Warrants (right to buy)	06/17/2007	Â (3)(4)(5)	Common Stock	16,498,353	\$ 3.0915	I	See Footnote ⁽⁶⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ulys, LLC 750 LEXINGTON AVENUE 30TH FLOOR NEW YORK, NY 10022	â	â X	â	â
Invus, L.P. 750 LEXINGTON AVENUE, 30TH FLOOR NEW YORK, NY 10022	â	â X	â	â
Invus Advisors, L.L.C. 750 LEXINGTON AVENUE, 30TH FLOOR NEW YORK, NY 10022	â	â X	â	â
Invus Public Equities, LP 750 LEXINGTON AVENUE, 30TH FLOOR NEW YORK, NY 10022	â	â X	â	â
Invus Public Equities Advisors, LLC 750 LEXINGTON AVENUE, 30TH FLOOR NEW YORK, NY 10022	â	â X	â	â
DEBBANE RAYMOND C/O ULYS, L.L.C. 750 LEXINGTON AVENUE, 30TH FLOOR NEW YORK, NY 10022	â	â X	â	â

Signatures

ULYS, L.L.C. By: /s/ Raymond Debbane	06/27/2007
_____ **Signature of Reporting Person	Date
INVUS, L.P. By: Invus Advisors, L.L.C., its general partner, By: /s/ Raymond Debbane	06/27/2007
_____ **Signature of Reporting Person	Date
INVUS ADVISORS, L.L.C. By: /s/ Raymond Debbane	06/27/2007
_____ **Signature of Reporting Person	Date
INVUS PUBLIC EQUITIES, L.P. By: Invus Public Equities Advisors, L.L.C., its general partner, By: /s/ Raymond Debbane	06/27/2007
_____ **Signature of Reporting Person	Date
INVUS PUBLIC EQUITIES ADVISORS, L.L.C. By: /s/ Raymond Debbane	06/27/2007
_____ **Signature of Reporting Person	Date

/s/ Raymond Debbane

06/27/2007

____Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The reported shares are owned directly by Invus Public Equities, L.P. Invus Public Equities Advisors, L.L.C. is the general partner of Invus Public Equities, L.P. Ulys, L.L.C. is the managing member of Invus Public Equities, L.L.C. Raymond Debbane is the sole member of Ulys, L.L.C. Accordingly, each of Invus Public Equities Advisors, L.L.C., Ulys, L.L.C. and Raymond Debbane may be deemed to be indirect beneficial owners of the reported shares. (Continued to Footnote 2).
- (2) Each of Invus Public Equities Advisors, L.L.C., Ulys, L.L.C. and Raymond Debbane disclaims beneficial ownership of such shares, except to the extent of its or his pecuniary interest therein. Invus Public Equities, L.P. and Invus Public Equities Advisors, L.L.C. do not beneficially own more than 10% of the outstanding shares of Issuer Common Stock; however, they are joining in the filing of this Statement because they may be deemed to be members of a group with Invus, L.P. and Invus Advisors, L.L.C. for purposes of Rule 16a-1(a)(1) under the Securities Exchange Act of 1934, as amended (the "Act"). The Reporting Persons do not affirm the existence of such a group for purposes of Section 16 of the Act or otherwise.
- (3) The warrants were issued to Invus, L.P. pursuant to a warrant agreement, dated June 17, 2007, between Invus, L.P. and the issuer. On June 17, 2007, Invus, L.P. and the issuer also entered into certain other agreements, including a securities purchase agreement, pursuant to which, and subject to the approval of the stockholders of the issuer, Invus, L.P. will make an initial investment in the issuer (the "Initial Investment") and have certain rights to make additional investments. (Continued to footnote 4).
- (4) If the closing of the Initial Investment occurs, any warrants not exercised prior to such closing will automatically terminate. In addition, the warrants will expire: (a) 30 business days after the stockholders meeting called to approve the transactions contemplated by the securities purchase agreement (so long as (i) the issuer has not breached the securities purchase agreement, (ii) the issuer's board of directors has not withdrawn its recommendation that the issuer's stockholders vote in favor of the transactions contemplated by the securities purchase agreement and (iii) certain alternative transactions have not been publicly proposed or consummated); (Continued to Footnote 5).
- (5) (b) three years after the termination of the securities purchase agreement if it is terminated due to a breach thereof by the issuer or upon the occurrence of its termination date; and (c) nine months following the stockholders meeting called to approve the transactions contemplated by the securities purchase agreement if the issuer's board of directors has withdrawn its recommendation that the issuer's stockholders approve such transactions or certain alternative transactions have been publicly proposed or consummated.
- (6) The reported securities are owned directly by Invus, L.P. Invus Advisors, L.L.C. is the general partner of Invus, L.P. Ulys, L.L.C. is the managing member of Invus Advisors, L.L.C. Raymond Debbane is the sole member of Ulys, L.L.C. Accordingly, each of Invus Advisors, L.L.C, Ulys, L.L.C. and Raymond Debbane may be deemed to be indirect beneficial owners of the reported securities. Each of Invus Advisors, L.L.C., Ulys, L.L.C and Raymond Debbane disclaims beneficial ownership of such securities, except to the extent of its or his pecuniary interest therein.

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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