

LIGAND PHARMACEUTICALS INC

Form 4

March 26, 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
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BVF PARTNERS L P/IL

2. Issuer Name **and** Ticker or Trading
Symbol
LIGAND PHARMACEUTICALS
INC [LGND]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O GROSVENOR CAPITAL
MANAGEMENT, 900 N.
MICHIGAN AVENUE, SUITE 1100

3. Date of Earliest Transaction
(Month/Day/Year)
03/24/2014

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
See Explanation of Responses

(Street)
CHICAGO, IL 60611

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

(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, \$0.001 par value <u>(1)</u>	03/24/2014		S		31,698 D	\$ 70.1673	248,144	I <u>(2)</u>	By Biotechnology Value Fund, L.P.
Common Stock, \$0.001 par value <u>(1)</u>	03/24/2014		S		18,306 D	\$ 70.1673	140,378	I <u>(3)</u>	By Biotechnology Value Fund II, L.P.

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Common Stock, \$0.001 par value (1)	03/25/2014	S	18,019	D	\$ 69.9533	230,125	I ⁽²⁾	By Biotechnology Value Fund, L.P.
Common Stock, \$0.001 par value (1)	03/25/2014	S	10,203	D	\$ 69.9533	130,175	I ⁽³⁾	By Biotechnology Value Fund II, L.P.

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BVF PARTNERS L P/IL C/O GROSVENOR CAPITAL MANAGEMENT 900 N. MICHIGAN AVENUE, SUITE 1100 CHICAGO, IL 60611	See Explanation of Responses
BIOTECHNOLOGY VALUE FUND L P 900 N. MICHIGAN AVENUE, SUITE 1100 CHICAGO, IL 60611	See Explanation of Responses

BIOTECHNOLOGY VALUE FUND II LP
C/O GROSVENOR CAPITAL MANAGEMENT
900 N. MICHIGAN AVENUE, SUITE 1100
CHICAGO, IL 60611

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BVF INVESTMENTS LLC
C/O GROSVENOR CAPITAL MANAGEMENT
900 N. MICHIGAN AVENUE, SUITE 1100
CHICAGO, IL 60611

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BVF INC/IL
C/O GROSVENOR CAPITAL MANAGEMENT
900 N. MICHIGAN AVENUE, SUITE 1100
CHICAGO, IL 60611

See Explanation of
Responses

LAMPERT MARK N
ONE SANSOME STREET
30TH FLOOR
SAN FRANCISCO, CA 94104

See Explanation of
Responses

Signatures

BVF Partners L.P., By: BVF Inc., its general partner, By: /s/ Mark N. Lampert, President

03/26/2014

__Signature of Reporting Person

Date

Biotechnology Value Fund, L.P., By: BVF Partners L.P., its general partner, By: BVF Inc.,
its general partner, By: /s/ Mark N. Lampert, President

03/26/2014

__Signature of Reporting Person

Date

Biotechnology Value Fund II, L.P., By: BVF Partners L.P., its general partner, By: BVF Inc.,
its general partner, By: /s/ Mark N. Lampert, President

03/26/2014

__Signature of Reporting Person

Date

BVF Investments, L.L.C., By: BVF Partners L.P., its manager, By: BVF Inc., its general
partner, By: /s/ Mark N. Lampert, President

03/26/2014

__Signature of Reporting Person

Date

BVF Inc., By: /s/ Mark N. Lampert, President

03/26/2014

__Signature of Reporting Person

Date

/s/ Mark N. Lampert

03/26/2014

__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).

This Form 4 is filed jointly by Biotechnology Value Fund, L.P. ("BVF"), Biotechnology Value Fund II, L.P. ("BVF2"), BVF Investments, L.L.C., BVF Partners L.P. ("Partners"), BVF Inc. and Mark N. Lampert. (collectively, the "Reporting Persons"). Each of the Reporting

(1) Persons is a member of a Section 13(d) group that no longer owns more than 10% of the Issuer's outstanding shares of Common Stock pursuant to Rule 16a-1(a)(1). Each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein.

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- (2) Shares of Common Stock owned directly by BVF. As the general partner of BVF, Partners may be deemed to beneficially own the shares of Common Stock owned directly by BVF. As the investment adviser and general partner of Partners, BVF Inc. may be deemed to beneficially own the shares of Common Stock owned directly by BVF. As a director and officer of BVF Inc., Mr. Lampert may be deemed to beneficially own the shares of Common Stock owned directly by BVF.

- (3) Shares of Common Stock owned directly by BVF2. As the general partner of BVF2, Partners may be deemed to beneficially own the shares of Common Stock owned directly by BVF2. As the investment adviser and general partner of Partners, BVF Inc. may be deemed to beneficially own the shares of Common Stock owned directly by BVF2. As a director and officer of BVF Inc., Mr. Lampert may be deemed to beneficially own the shares of Common Stock owned directly by BVF2.

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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