

Achaogen Inc  
Form SC 13D/A  
March 14, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No. 3)<sup>1</sup>

Achaogen, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

004449104

(CUSIP Number)

ADAM W. FINERMAN, ESQ.

OLSHAN FROME WOLOSKY LLP

1325 Avenue of the Americas

New York, New York 10019

(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

March 12, 2018

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(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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box “

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

1           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 (“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*).

CUSIP NO. 004449104

1 NAME OF REPORTING PERSON

ROBERT W. DUGGAN

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A

NUMBER OF 7 SOLE VOTING POWER  
SHARES BENEFICIALLY 6,347,318\*

OWNED BY 8 SHARED VOTING POWER  
EACH REPORTING - 0 -

PERSON WITH 9 SOLE DISPOSITIVE POWER  
6,347,318\*

10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY

EACH REPORTING PERSON

	6,347,318*
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	14.2%* TYPE OF REPORTING PERSON

IN

\* Represents (i) 6,275,148 Shares held by Mr. Duggan (as defined herein) and (ii) 72,170 Shares held by Genius Inc. (as defined herein).

CUSIP NO. 004449104

1 NAME OF REPORTING PERSON

GENIUS INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY		72,170

OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		- 0 -

PERSON WITH	9	SOLE DISPOSITIVE POWER
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		72,170
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

72,170

12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING  
PERSON

CO

CUSIP NO. 004449104

The following constitutes Amendment No. 3 to the Schedule 13D filed by the undersigned (“Amendment No. 3”). This Amendment No. 3 amends the Schedule 13D as specifically set forth herein.

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

Item 3 is hereby amended and restated to read as follows:

The aggregate purchase cost of the 6,275,148 Shares owned directly by Mr. Duggan is approximately \$94,081,416, including brokerage commissions. Such Shares were acquired with personal funds. The aggregate purchase cost of the 72,170 Shares owned by Genius Inc., which Mr. Duggan is the sole shareholder of and may be deemed to be beneficially owned by Mr. Duggan, is approximately \$1,630,879, including brokerage commissions. Such Shares were acquired with working capital.

Item 5. Interest in Securities of the Issuer.

Items 5(a) –(c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each of the Reporting Persons is based on 44,725,369 Shares outstanding, as of February 23, 2018, which is the total number of Shares outstanding as reported in the Issuer’s Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 27, 2018.

A. Mr. Duggan

As of the close of business on March 13, 2018, Mr. Duggan directly owned 6,275,148 Shares. As the sole (a) shareholder of Genius Inc., Mr. Duggan may be deemed the beneficial owner of the 72,170 Shares owned by Genius Inc.

Percentage: Approximately 14.2%

- (b)
1. Sole power to vote or direct vote: 6,347,318
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 6,347,318
  4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Mr. Duggan during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

B. Genius Inc.

(a) As of the close of business on March 13, 2018, Genius Inc. beneficially owned 72,170 Shares. Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 72,170
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 72,170
  4. Shared power to dispose or direct the disposition: 0

(c) Genius Inc. has not entered into any transactions in the Shares during the past sixty days.





CUSIP NO. 004449104

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 13, 2018

GENIUS INC.

By: /s/ Ryan Flake

Name: Ryan Flake

Title: Chief Financial Officer

/s/ Robert W. Duggan

Robert W. Duggan

CUSIP NO. 004449104

**SCHEDULE A**

**Transactions in the Shares During the Past Sixty**

<u>Type of Security</u>	<u>Securities Purchased / (Sold)</u>	<u>Price Per Date of Share(\$)</u>	<u>Purchase / Sale</u>
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**ROBERT W. DUGGAN**

Common Stock 558		10.97	02/13/2018
Common Stock 9,442		10.96	02/14/2018
Common Stock 20,000		10.70	02/28/2018
Common Stock 410,606		10.33	03/01/2018
Common Stock 96,790		10.14	03/02/2018
Common Stock 50,000		11.41	03/09/2018
Common Stock 20,000		11.39	03/12/2018