Hasnain Faheem Form 3 May 15, 2013

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting

Person *

À Hasnain Faheem

(Last)

(First)

C/O AMBIT BIOSCIENCES

(Middle)

Statement

(Month/Day/Year)

05/15/2013

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

AMBIT BIOSCIENCES CORP [AMBI]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable) CORPORATION, Â 11080 ROSELLE STREET

(Street)

X Director 10% Owner Officer Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

SAN DIEGO. CAÂ 92121

(City) (State) (Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

(Instr. 5) Form:

Direct (D) or Indirect (I) (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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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

4. 5. Conversion Ownership or Exercise Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 4)

Title

Amount or

Price of Derivative Derivative Security: Security Direct (D)

Expiration Exercisable Date

Number of

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				Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	(1)	09/30/2020	Common Stock	62	\$ 1,680	D	Â
Stock Option (Right to Buy)	(2)	08/17/2021	Common Stock	517	\$ 600	D	Â
Stock Option (Right to Buy)	(2)	08/17/2021	Common Stock	258	\$ 600	D	Â
Stock Option (Right to Buy)	(3)	12/12/2022	Common Stock	144,259	\$ 6	D	Â

Reporting Owners

Reporting Owner Name / Address		Relationships				
	Director	10% Owner	Officer	Othe		
Hasnain Faheem						
C/O AMBIT BIOSCIENCES CORPORATION	λv	Â	â	â		
11080 ROSELLE STREET	АЛ	A	A	Л		
SAN DIEGO. CA 92121						

Signatures

/s/ Faheem Hasnain	05/15/2013		
**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) 25% of the shares subject to the option vest on October 1, 2011; thereafter 1/48th of the shares subject to the option vest each month following October 1, 2011, so that all of the shares subject to the option shall be vested October 1, 2014.
- (2) 1/36th of the shares subject to the option shall vest each month following April 1, 2011, so that all of the shares subject to the option shall be vested 3 years after April 1, 2011.
- (3) 1/48th of the shares subject to the option vest monthly beginning on December 1, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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