

Receptos, Inc.

Form 3/A

November 21, 2013

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

LILLY ELI & CO

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/08/2013

3. Issuer Name **and** Ticker or Trading Symbol
Receptos, Inc. [RCPT]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)

05/08/2013

LILLY CORPORATE
CENTER, IN

(Street)

INDIANAPOLIS, IN 46285

(City)

(State)

(Zip)

1. Title of Security
(Instr. 4)**Table I - Non-Derivative Securities Beneficially Owned**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

2,081,210

I by Group ⁽¹⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
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)

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Edgar Filing: Receptos, Inc. - Form 3/A

	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (2)	Â (2)	Common Stock 1,152,039 \$ 5.25	I	by Group (1)
Series B Preferred Stock	Â (2)	Â (2)	Common Stock 672,029 \$ 7.73	I	by Group (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LILLY ELI & CO LILLY CORPORATE CENTER INDIANAPOLIS, IN 46285	Â	Â X	Â	Â
Lilly Ventures Fund I LLC C/O RECEPTOS, INC. 10835 ROAD TO THE CURE, SUITE 205 SAN DIEGO, CA 92121	Â	Â X	Â	Â
Torres S. Edward C/O RECEPTOS, INC. 10835 ROAD TO THE CURE, SUITE 205 SAN DIEGO, CA 92121	Â	Â X	Â	Â

Signatures

/s/ Jamie E. Haney, Authorized Person, authorization
on file.

11/21/2013

__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).

These shares are owned directly by Lilly Ventures Fund I LLC (the "Fund"). Eli Lilly and Company, as sole Managing Member of the Fund, and pursuant to provisions of the LLC Agreement of the Fund, has voting authority with respect to shares owned by the Fund. S. (1) Edward Torres, is a non-managing member of the Fund and may be deemed to beneficially own the shares. Mr. Torres disclaims beneficial ownership of the shares held of record by the Fund, except to the extent of his pecuniary interest therein. The attached Exhibit 99.1 lists details for each 10% and beneficial owner.

(2) The Series A Preferred Stock and the Series B Preferred Stock have no expiration date and are convertible at any time at the option of the holder and will convert upon the closing of the Issuer's initial public offering at a conversion ratio of 1 share of Common Stock for every 7.5 shares of Series A Preferred Stock and Series B Preferred Stock, for no additional consideration.

Â

Remarks:

This Form is being amended to include Eli Lilly and Company's beneficial ownership of the shares.

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.