

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 &amp; CO

(Last)

(First)

(Middle)

LILLY CORPORATE  
CENTER,Â

(Street)

INDIANAPOLIS,Â INÂ 46285

(City)

(State)

(Zip)

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

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

2,081,210

I by Group <sup>(1)</sup>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)

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	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.

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### 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.