

INFINITY PHARMACEUTICALS, INC.

Form 8-K

October 07, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): October 6, 2009**

**Infinity Pharmaceuticals, Inc.**

(Exact name of registrant as specified in charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**000-31141**  
(Commission File Number)

**33-0655706**  
(IRS Employer

Identification No.)

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**780 Memorial Drive, Cambridge, MA**  
(Address of principal executive offices)

**02139**  
(Zip Code)

**Registrant's telephone number, including area code: (617) 453-1000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors of Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(d) On October 6, 2009, our Board of Directors appointed Thomas J. Lynch, Jr., M.D. as a director and to the Research and Development Committee of the Board. Dr. Lynch's term began on October 6, 2009 and will expire at our 2010 annual meeting of stockholders. In connection with his appointment to our Board, Dr. Lynch was granted an option to purchase up to 9,375 shares of our common stock at a price of \$6.24 per share, which is equal to the closing price of our common stock on the Nasdaq Global Market on the date of grant. This option, which was granted under our 2000 Stock Incentive Plan, as amended, will vest and become exercisable in equal quarterly installments beginning at the end of the first quarter after the date of grant, provided that Dr. Lynch continues to serve as a director.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**INFINITY PHARMACEUTICALS, INC.**

Date: October 7, 2009

By: /s/ Gerald E. Quirk  
Gerald E. Quirk  
Vice President, Corporate Affairs and

General Counsel