

Flexion Therapeutics Inc  
Form SC 13D/A  
September 30, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 3)\***

**FLEXION THERAPEUTICS, INC.**

**(Name of Issuer)**

**Common Stock, par value \$0.001 per share**

**(Title of Class of Securities)**

**33938J106**

**(CUSIP Number)**

**Bjarne Graven Larsen**

**Novo A/S**

**Tuborg Havnevej 19**

**Hellerup, Denmark DK-2900**

**+45 3527 6592**

*Copy to:*

**B. Shayne Kennedy, Esq.**

**Latham & Watkins LLP**

**650 Town Center Drive, 20<sup>th</sup> Floor**

**Costa Mesa, CA 92626**

**Telephone: (714) 540-1235**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**September 24, 2015**

**(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 which is subject of this Schedule 13D, and is filing this statement because of Rule 13d-1(e), 13d-1(f) or 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 Rule 13d-7(b) for other parties to whom copies are to be sent.

\* 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 (the 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.: 33938J106

1. Name of Reporting Person:

Novo A/S

2. Check the Appropriate Box if a Member of Group (See Instructions):

(a)  (b)

3. SEC Use Only:

4. Source of Funds:

WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

Denmark

7. Sole Voting Power:

1,033,131

8. Shared Voting Power:

Number of  
Shares  
Beneficially  
Owned By  
Each  
Reporting  
Person With:

0

9. Sole Dispositive Power:

1,033,131

10. Shared Dispositive Power:

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

1,033,131  
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares: "

13. Percent of Class Represented By Amount In Row (11):

4.8 % (1)  
14. Type of Reporting Person:

CO

(1) Based upon 21,500,876 shares of the Issuer's Common Stock outstanding as of August 4, 2015 reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on August 6, 2015.

This Amendment No. 3 amends the Schedule 13D originally filed with the Securities and Exchange Commission (the Commission ) on February 26, 2014, as subsequently amended by Amendment No. 1 filed with the Commission on December 18, 2014 and Amendment No. 2 filed with the Commission on April 30, 2015 (as amended, the Schedule ), to report the sale of shares by Novo A/S and that as of September 24, 2015 Novo A/S ceased to be the beneficial owner of more than five percent of the Issuer's securities.

Except as specifically amended by this Amendment No. 3, each Item of the Schedule remains unchanged. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule.

**Item 5. Interest in Securities of the Issuer**

Item 5 is amended and replaced in its entirety as follows:

(a) Novo A/S beneficially owns 1,033,131 shares of Common Stock of the Issuer (the Novo Shares ), representing approximately 4.8% of the Issuer's outstanding Common Stock, based upon 21,500,876 shares of the Issuer's Common Stock outstanding as of August 4, 2015 reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on August 6, 2015.

(b) Novo A/S is a Danish limited liability company wholly owned by the Novo Nordisk Foundation. Novo A/S, through its Board of Directors (the Novo Board ), has the sole power to vote and dispose of the Novo Shares. The Novo Board, currently comprised of Sten Scheibye, Goran Ando, Jeppe Christiansen, Steen Riisgaard and Per Wold-Olsen, may exercise voting and dispositive control over the Novo Shares only with the support of a majority of the Novo Board. As such, no individual member of the Novo Board is deemed to hold any beneficial ownership or reportable pecuniary interest in the Novo Shares. Except as described in this Amendment No. 2, neither the Foundation nor any person listed on Schedule I has the power to direct the vote as to, or the disposition of the Novo Shares.

(c) On September 24, 2015, Novo A/S sold 1,100,000 shares of the Issuer's Common Stock to Morgan Stanley at a price of \$21.75 per share. Other than this sale, Novo A/S has not effected any transactions in the Issuer's Common Stock within the past 60 days and neither the Foundation nor any person listed on Schedule I has effected any transactions in the Issuer's Common Stock within the past 60 days.

(d) Novo A/S does not know of any other person having the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the Issuer's Common Stock held in the name of the Novo A/S and reported herein.

(e) On September 24, 2015, Novo A/S ceased to be the beneficial owner of 5% or more of the Issuer's common stock.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 28, 2015

Novo A/S

/s/ Bjarne Graven Larsen  
By: Bjarne Graven Larsen  
Its: Chief Financial Officer

**Schedule I**

Information regarding each director and executive officer of both Novo A/S and the Novo Nordisk Foundation is set forth below.

<b>Name, Title</b>	<b><i>Novo A/S</i> Address</b>	<b>Principal Occupation</b>	<b>Citizenship</b>
Sten Scheibye Chairman of the Board	Rungsted Strandvej 197C 2960 Rungsted Kyst, Denmark	Professional Board Director	Denmark
Göran Ando Director	Essex Woodlands Berkeley Square House Berkeley Square London, W1J 6BD United Kingdom	Self-employed Professional Board Director	Sweden
Jeppe Christiansen Director	Kollelose 37 2830 Virum Denmark	Chief Executive Officer Fondsmaeglerselskabet Maj Invest A/S	Denmark
Steen Riisgaard Director	Hestetangsvej 155 3520 Farum Denmark	Professional Board Director	Denmark
Per Wold-Olsen Director	T7B22 Favray Court Tigne Point TP01 Malta	Professional Board Director	Norway
Eivind Drachmann Kolding Chief Executive Officer	Skovvangen 18 2920 Charlottenlund Denmark	Chief Executive Officer Novo A/S	Denmark
Bjarne Graven Larsen		Chief Financial Officer	Denmark

Edgar Filing: Flexion Therapeutics Inc - Form SC 13D/A

Chief Financial Officer	Tuborg Havnepark 22, 3 t.h.	Novo A/S	
	2900 Hellerup Denmark		
Thomas Dyrberg	Bengtassevej 9 a	Managing Partner - Ventures, Novo A/S	Denmark
Managing Partner	2900 Hellerup		
	Denmark		
Michael Shalmi	Stigardsvej 4	Head of Large Investments, Novo A/S	Denmark
Managing Partner	2900 Hellerup		
Large Investments	Denmark		
	<i>Novo Nordisk Foundation</i>		
<b>Name, Title</b>	<b>Address</b>	<b>Principal Occupation</b>	<b>Citizenship</b>
Sten Scheibye	Rungsted Strandvej 197C	Professional Board Director	Denmark
Chairman of the Board	2960 Rungsted Kyst		
	Denmark		
Bo Ahrén	Merkuriusgatan 11	Professor of Medicine and Pro Vice Chancellor, Lund University, Lund, Sweden	Sweden
Professor	S-224 57 Lund		
	Sweden		
Karsten Dybvad	Carl Baggers Alle 15	Director General and Chief Executive Officer	Denmark
Chief Executive Officer	2920 Charlottenlund		
	Denmark	DI (Confederation of Danish Industry)	

<b>Name, Title</b>	<b><i>Novo Nordisk Foundation</i> Address</b>	<b>Principal Occupation</b>	<b>Citizenship</b>
Lars Fugger	Staunton Road 72	Professor, John Radcliffe Hospital	Denmark
Director	OX3 7TP Great Britain	University of Oxford, Oxford, Great Britain	
Anne Marie Kverneland	Nybrovej 216	Laboratory Technician	Denmark
Director	2800 Kgs. Lyngby Denmark	Novo Nordisk A/S	
Lars Bo K�ppler	Anemonevej 7	Technician	Denmark
Director	3550 Slangerup Denmark	Novozymes A/S	
Karen Lauberg Lauritsen	Fures� Parkvej 53 2830 Virum	IT Architecture Specialist	Denmark
Director	Denmark	Novo Nordisk A/S	
Marianne Philip	Traneg�rdsvej 5	Attorney	Denmark
Director	2900 Hellerup Denmark		
Steen Riisgaard	Hestetangsvej 155 3520 Farum	Professional Board Director	Denmark
Vice Chairman of the Board	Denmark		
Birgitte Nauntofte	Engbakkevej 24	Chief Executive Officer	Denmark
Chief Executive Officer	2920 Charlottenlund Denmark	Novo Nordisk Foundation	