

LEXICON PHARMACEUTICALS, INC./DE

Form S-3MEF

March 15, 2010

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**AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MARCH 15, 2010**

**Registration No. 333-161696**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
Lexicon Pharmaceuticals, Inc.  
(Exact name of registrant as specified in its charter)**

**Delaware**  
(State or other jurisdiction of incorporation or  
organization)

**76-0474169**  
(I.R.S. Employer Identification Number)

**8800 Technology Forest Place  
The Woodlands, Texas 77381-1160  
(281) 863-3000**  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Arthur T. Sands, M.D., Ph.D.  
President and Chief Executive Officer  
8800 Technology Forest Place  
The Woodlands, Texas 77381-1160  
(281) 863-3000**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**David P. Oelman  
Vinson & Elkins L.L.P.  
2300 First City Tower  
1001 Fannin  
Houston, Texas 77002-6760  
(713) 758-3708**

**Jeffrey L. Wade  
Executive Vice President and General Counsel  
Lexicon Pharmaceuticals, Inc.  
8800 Technology Forest Place  
The Woodlands, Texas 77381-1160  
(281) 863-3000**

**Approximate date of commencement of proposed sale to the public:**

From time to time after this registration statement becomes effective, subject to market conditions and other factors.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective

registration statement for the same offering.  Registration No. 333-161696

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
 (Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

| Title of Each Class of Securities to be Registered | Amount to be Registered<br>(1) | Proposed Maximum Aggregate Offering Price Per Unit | Proposed Maximum Aggregate Offering Price<br>(2) | Amount of Registration Fee |
|--|--------------------------------|--|--|----------------------------|
| Common Stock, par value \$0.001                    |                                |  |  | N/A                        |
| Total  | \$ 18,500,000                  | \$ 1.15  | \$ 18,500,000                                    | \$ 1,319.05(3)             |

(1) Includes common stock issuable upon exercise of the underwriters over-allotment option.

(2) This registration statement relates to the registrant's registration statement on Form S-3 (Registration No. 333-161696) (the Prior Registration Statement). In accordance with Rule 462(b) under the

Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the proposed maximum aggregate offering price of the remaining securities eligible to be sold under the Prior Registration Statement (\$92,500,002), or \$18,500,000, may be registered hereby.

- (3) Calculated pursuant to Rule 457(o) under the Securities Act. As the \$12,514 previously paid with respect to unsold securities registered on Form S-3 (Registration No. 333-122214) filed by the registrant on January 21, 2005 exceeds both the amount of registration fee due for the securities registered on Form S-3 (Registration No. 333-161696)

and the amount  
of registration fee  
due hereunder, no  
fee is being paid  
herewith pursuant  
to Rule 457(p)  
under the  
Securities Act of  
1933, as  
amended.

**This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

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PART II

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**EXPLANATORY NOTE**

This registration statement is being filed with respect to the registration of an additional \$18,500,000 of shares of common stock, par value \$0.001 per share, of Lexicon Pharmaceuticals, Inc., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction IV of Form S-3 promulgated thereunder. This registration statement relates to the registrant's shelf registration statement on Form S-3 (Registration No. 333-161696) (the "Prior Registration Statement"), initially filed by the registrant on September 2, 2009, and declared effective by the Securities and Exchange Commission on September 18, 2009. The required opinion and consent of counsel and consent of independent auditor are attached hereto and filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this registration statement.

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**PART II  
INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 5.1                | Opinion of Vinson & Elkins L.L.P.                             |
| 23.1               | Consent of Independent Registered Public Accounting Firm.     |
| 23.2               | Consent of Vinson & Elkins L.L.P. (contained in Exhibit 5.1). |
| 24.1*              | Power of Attorney.  |

\* Incorporated by reference to the signature page to the registrant's registration statement on Form S-3 (Registration No. 333-161696).

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Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of The Woodlands, in the State of Texas, on March 15, 2010.

**Lexicon Pharmaceuticals, Inc.**

By: /s/ Arthur T. Sands  
Arthur T. Sands, M.D., Ph.D.  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the dates indicated below.

| <b>Signature</b>                  | <b>Title</b>  | <b>Date</b>    |
|-----------------------------------|---|----------------|
| *<br>Arthur T. Sands, M.D., Ph.D. | President, Chief Executive Officer and Director (principal executive officer)                         | March 15, 2010 |
| *<br>James F. Tessmer             | Vice President, Finance and Accounting (principal financial officer and principal accounting officer) | March 15, 2010 |
| *<br>Samuel L. Barker, Ph.D.      | Chairman of the Board of Directors  | March 15, 2010 |
| *<br>Philippe J. Amouyal          | Director  | March 15, 2010 |
| *<br>Raymond Debbane              | Director  | March 15, 2010 |
| *<br>Robert J. Lefkowitz, M.D.    | Director  | March 15, 2010 |
| *<br>Alan S. Nies, M.D.           | Director  | March 15, 2010 |
| *<br>Frank Palantoni              | Director  | March 15, 2010 |
| *<br>Christopher J. Sobecki       | Director  | March 15, 2010 |
| *<br>Judith L. Swain, M.D.        | Director  | March 15, 2010 |

\*By: /s/ Jeffrey L. Wade

Name: Jeffrey L. Wade

Title: Attorney-In-Fact

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