

AQUINOX PHARMACEUTICALS, INC
Form SC 13G
August 24, 2015

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. __)*

Aquinox Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, par value \$0.000001 per share

(Title of Class of Securities)

03842B101

(CUSIP Number)

August 14, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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 ("**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. **13G**
03842B101

Names of Reporting Persons.
 I.R.S. Identification Nos. of above
 persons (entities only).

1.

RA Capital Management, LLC

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

- (a)
 (b)
-

3. SEC Use Only

4. Citizenship or Place of
 Organization **Massachusetts**

5. Sole Voting
 Power **0**
shares

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

6. Shared Voting
 Power **1,032,151**
shares

7. Sole Dispositive
 Power **0**
shares

8. Shared Dispositive
 Power **1,032,151**
shares

9. Aggregate Amount Beneficially Owned
 by Each Reporting Person

1,032,151 shares

Check if the Aggregate Amount in Row
(9) Excludes

10.

Certain Shares (See Instructions)

11. Percent of Class Represented by
Amount in Row (9)

9.6%

12. Type of Reporting Person (See
Instructions)

IA

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03842B101

Names of Reporting Persons.
 I.R.S. Identification Nos. of
 above persons (entities only).

1.

Peter Kolchinsky

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

(a)

(b)

3. SEC Use Only

Citizenship or Place of

4. Organization **United**
States

Number of Shares Beneficially Owned

5. Sole Voting Power **0**
shares

by Each Reporting Person

6. Shared Voting Power **1,032,151**
shares

With

7. Sole Dispositive Power **0**
shares

8.

Shared Dispositive
Power **1,032,151**
shares

Aggregate Amount
Beneficially Owned by Each
9. Reporting Person
1,032,151 shares

Check if the Aggregate
Amount in Row (9) Excludes

10.
Certain Shares (See
Instructions)

Percent of Class Represented
by Amount in Row (9)
11.
9.6%

Type of Reporting Person (See
Instructions)
12.
IN

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03842B101

Names of Reporting Persons.
 I.R.S. Identification Nos. of above
 persons (entities only).

1.

**RA Capital Healthcare Fund,
 L.P.**

Check the Appropriate Box if a

2. Member of a Group (See
 Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of
 Organization **Delaware**

5. Sole Voting
 Power **0**
shares

Number of
 Shares 6. Shared Voting
 Beneficially Owned by **849,161**
shares

Each
 Reporting Person 7. Sole Dispositive
 With **0**
shares

8. Shared Dispositive
 Power **849,161**
shares

Aggregate Amount Beneficially
9. Owned by Each Reporting Person

849,161 shares

Check if the Aggregate Amount in
Row (9) Excludes

10.
Certain Shares (See Instructions)

Percent of Class Represented by
11. Amount in Row (9)

7.9%

Type of Reporting Person (See
12. Instructions)

PN (Limited Partnership)

CUSIP No. **03842B101**

Item 1.

(a) **Name of Issuer:** Aquinox Pharmaceuticals, Inc. (the “Issuer”).

(b) **Address of the Issuer’s Principal Executive Offices:** 450-887 Great Northern Way, Vancouver, B.C., Canada V5T 4T5.

Item 2.

(a) **Name of Person Filing:** This joint statement on Schedule 13G is being filed by Peter Kolchinsky, RA Capital Management, LLC (“Capital”), and RA Capital Healthcare Fund, L.P. (the “Fund”). Mr. Kolchinsky, Capital and the Fund are collectively referred to herein as the “Reporting Persons.”

(b) **Address of Principal Business Office:** The principal business office of the Reporting Persons is c/o RA Capital Management, LLC, 20 Park Plaza, Suite 1200, Boston, MA 02116.

(c) **Citizenship:** Capital is a Massachusetts limited liability company. The Fund is a Delaware limited partnership. Mr. Kolchinsky is a United States citizen.

(d) **Title and Class of Securities:** Common stock (“Common Stock”)

(e) **CUSIP Number:** 03842B101

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Amount Beneficially Owned:**

(a)

RA Capital Management, LLC – 1,032,151 shares

Peter Kolchinsky – 1,032,151 shares

RA Capital Healthcare Fund, L.P. – 849,161 shares

(b) Percent of Class:**

RA Capital Management, LLC – 9.6%

Peter Kolchinsky – 9.6%

RA Capital Healthcare Fund, L.P. – 7.9%

(c) Number of shares as to which such person has:

CUSIP No. **03842B101**

(i) sole power to vote or to direct the vote **

RA Capital Management, LLC - 0 shares

Peter Kolchinsky - 0 shares

RA Capital Healthcare Fund, L.P. - 0 shares

(ii) shared power to vote or to direct the vote**

RA Capital Management, LLC – 1,032,151 shares

Peter Kolchinsky – 1,032,151 shares

RA Capital Healthcare Fund, L.P. – 849,161 shares

(iii) sole power to dispose or to direct the disposition of**

RA Capital Management, LLC - 0 shares

Peter Kolchinsky - 0 shares

RA Capital Healthcare Fund, L.P. - 0 shares

(iv) shared power to dispose or to direct the disposition of**

RA Capital Management, LLC – 1,032,151 shares

Peter Kolchinsky – 1,032,151 shares

RA Capital Healthcare Fund, L.P. – 849,161 shares

** RA Capital Management, LLC (“Capital”) is the general partner of RA Capital Healthcare Fund, L.P. (the “Fund”) and serves as investment adviser for a separately managed account (the “Account”). Peter Kolchinsky is the manager of Capital. Mr. Kolchinsky, Capital and the Fund are referred to herein collectively as the “Reporting Persons.” As the investment adviser to the Fund and the Account, Capital may be deemed a beneficial owner, for purposes of Section 13(d) of the Securities Exchange Act of 1934 (the “Act”), of any securities of the Issuer owned by the Fund or the Account. As the manager of Capital, Mr. Kolchinsky may be deemed a beneficial owner, for purposes of Section 13(d) of the Act, of any securities of the Issuer beneficially owned by Capital. Capital is a registered investment adviser within the meaning of Rule 13d-1(b)(1)(ii)(E) and Rule 16a-1(a)(v), and Mr. Kolchinsky is a parent or control person of Capital within the meaning of Rule 13d-1(b)(1)(ii)(G) and Rule 16a-1(a)(1)(vii). Capital and Mr. Kolchinsky disclaim beneficial ownership of the securities reported in this Schedule 13G Statement (the “Statement”) and this Amendment other than for the purpose of determining their obligations under Section 13(d) of the Act, and

neither the filing of the Statement nor the filing of this Amendment shall not be deemed an admission that either Capital or Mr. Kolchinsky is or was the beneficial owner of such securities for any other purpose.

Item 5. Ownership of Five Percent or Less of a Class:

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:

Not applicable.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certification:

By signing below I hereby certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. **03842B101**

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.

Date: August 24, 2015

RA CAPITAL MANAGEMENT, LLC

By: /s/ Rajeev Shah

Rajeev Shah

Authorized Signatory

PETER KOLCHINSKY

/s/ Peter Kolchinsky

RA CAPITAL HEALTHCARE FUND, L.P.

By: RA Capital Management, LLC

Its: General Partner

By: /s/ Rajeev Shah

Rajeev Shah

Authorized Signatory

Exhibit 1

JOINT FILING AGREEMENT

This Joint Filing Agreement, dated as of August 24, 2015, is by and among RA Capital Management, LLC, Peter Kolchinsky, and RA Capital Healthcare Fund, L.P. (the foregoing are collectively referred to herein as the “Filers”).

Each of the Filers may be required to file with the United States Securities and Exchange Commission a statement on Schedule 13G and/or 13D with respect to Common Shares, par value \$0.000001 per share of Aquinox Pharmaceuticals, Inc. beneficially owned by them from time to time.

Pursuant to and in accordance with Rule 13(d)(1)(k) promulgated under the Securities Exchange Act of 1934, as amended, the Filers hereby agree to file a single statement on Schedule 13G and/or 13D (and any amendments thereto) on behalf of each of such parties, and hereby further agree to file this Joint Filing Agreement as an exhibit to such statement, as required by such rule.

This Joint Filing Agreement may be terminated by any of the Filers upon one week’s prior written notice or such lesser period of notice as the Filers may mutually agree.

Executed and delivered as of the date first above written.

RA CAPITAL MANAGEMENT, LLC

By: /s/ Rajeev Shah

Rajeev Shah

Authorized Signatory

PETER KOLCHINSKY

/s/ Peter Kolchinsky

RA CAPITAL HEALTHCARE FUND, L.P.

By: RA Capital Management, LLC

Its: General Partner

By: /s/ Rajeev Shah

Rajeev Shah

Authorized Signatory