# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

eck this box if no longer subject to
ction 16. Form 4 or Form 5
ligations may continue. See

1. Name and Address of Reporting  $\mathsf{Person}^{\star}$ 

(First) 860 WASHINGTON STREET, 3RD FLOOR

NY

(State)

1. Name and Address of Reporting  $\mathsf{Person}^*$ 

(Middle)

10014

(Zip)

14159, L.P.

(Street) **NEW YORK** 

(City)

## STATEMENT OF CHANGES IN RENEEICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287

Section obligat	this box if no ic n 16. Form 4 or ions may contir tion 1(b).			ed purs		Sect	ion 16(	a) of t	he Secur	ities Exchan	ge Act o			Silir			ed average bu er response:	orden 0.5		
BAKER BROS. ADVISORS LP							Issuer Name <b>and</b> Ticker or Trading Symbol DERA PHARMACEUTICALS, INC. [ DRA ]									eporting e)	Person(s) to	Issuer Owner		
(Last) (First) (Middle) 860 WASHINGTON STREET 3RD FLOOR															er (specify w)					
Street) NEW Y	ORK N	Y	10014	f Amen	Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person  X Form filed by More than One Reporting Person						
(City)	(Si		(Zip)		. 0		4		l Di			<i>e</i> :	<u>L</u>							
. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)	2A. De Execu if any	2A. Deemed Execution Date		3. Transac Code (li		4. Secur Dispose and 5)	ed (A) or	d (A) or r. 3, 4 Secu Bene Own Folio		int of es ially	6. Owner Form: D (D) or Indirect (Instr. 4)	Direct (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
								v	Amount	(A) or (D)	Price		sac	rted action(s) . 3 and 4)						
Common Stock			01/02/2019						3,658	В А	\$3.52		522	2,563 I			See footnotes <sup>(1)(2)(3)(4)</sup> (7)(8)(9)			
Common Stock			01/02/2019						3,658	B A	\$3.52	. 4	,28	3,870			See footnotes <sup>(1)(2)(3)(5)</sup> (7)(8)(9)			
Common Stock			01/02/2019				A		3,658	B A	\$3.52	!	85,07		I		See footno (7)(8)(9)	otes <sup>(1)(2)(3)(6)</sup>		
		Ta	able II - Deriva (e.g., p	tive S	Securi calls,	ities war	Acq	uire s, op	d, Disp tions, o	osed of, convertib	or Be	nefici	all es)	y Owne	d					
Title of Derivative Security Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Exp	oate Exerc piration Da onth/Day/Y		7. Title Amour Securi Underl Deriva Securi and 4)	ount of urities erlying vative urity (Instr. 3		8. Price of Derivative Security (Instr. 5)			10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)		
				Code	v	(A)	(D)	Dat Exe	e ercisable	Expiration Date	Title	Amour or Number of Shares	er							
		Reporting Person* ADVISORS	LP																	
(Last) 860 WAS 3RD FLO	SHINGTON OOR	(First) N STREET	(Middle)		_															
Street) NEW Y(	ORK	NY	10014																	
(City)		(State)	(Zip)																	

<u>667, L.P.</u>							
(Last) (First) (Middle)							
860 WASHINGTON STREET, 3RD FLOOR							
(Street) NEW YORK NY 10014							
,							
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person*  Baker Bros. Advisors (GP) LLC							
(Last)	(First)	(Middle)					
3RD FLOOR	N STREET						
(Street) NEW YORK	NY	10014					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person* <u>Baker Brothers Life Sciences LP</u>							
(Last)	(First)	(Middle)					
860 WASHINGTON STREET 3RD FLOOR							
(Street) NEW YORK	NY	10014					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person*  BAKER FELIX							
(Last)	(First)	(Middle)					
860 WASHINGTON STREET 3RD FLOOR							
(Street) NEW YORK	NY	10014					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person*  BAKER JULIAN							
(Last)	(First)	(Middle)					
860 WASHINGTON STREET, 3RD FLOOR							
(Street)							
NEW YORK	NY	10014					
(City)	(State)	(Zip)					

### **Explanation of Responses:**

- 1. 3,658 shares of common stock (the "Common Stock") of Idera Pharmaceuticals, Inc. (the "Issuer") issued to Dr. Kelvin M. Neu, a full-time employee of Baker Bros. Advisors LP (the "Adviser") pursuant to the 2013 Stock Incentive Plan (the "Stock Incentive Plan") of the Issuer in lieu of director retainer fees of \$12,875.
- 2. The shares of Common Stock are fully vested. Dr. Neu serves on the Issuer's Board of Directors (the "Board") as representatives of the Funds (as defined below). Dr. Neu also serves on the Compensation Committee of the Board for which he receives additional director retainer fees. Julian C. Baker, a Managing Member of Baker Bros. Advisors (GP) LLC (the "Adviser GP") previously served on the Board as a representative of the Funds.
- 3. Pursuant to the policies of the Adviser, Julian C. Baker and Dr. Neu do not have any right to the pecuniary interest in the Issuer's securities issued in lieu of director retainer fees and the Funds (as defined below) are entitled to an indirect proportionate pecuniary interest in the securities issued in lieu of director fees. 667, L.P. ("667"), Baker Brothers Life Sciences, L.P. ("Life Sciences") and 14159, L.P. ("14159", and together with 667, and Life Sciences, the "Funds") each owns an indirect proportionate pecuniary interest in the shares of Common Stock. Solely as a result of their ownership interest in the general partners of the Funds, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in the shares of Common Stock issued in lieu of director retainer fees (i.e., no direct pecuniary interest).
- 4. As a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker Biotech Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 522,563 shares of common stock of the Issuer beneficially owned by 667, a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP),LLC, due to Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667. Includes beneficial ownership of 25,805 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees of which the fund may be deemed to own a portion.
- 5. As a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest 4,283,870 shares of common stock of the Issuer beneficially owned by Life Sciences, a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited

partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences. Includes beneficial ownership of 25,805 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees, of which the fund may be deemed to own a portion.

- 6. As a result of Felix J. Baker's and Julian C. Baker's ownership interest in 14159 Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 85,072 shares of common stock of the Issuer beneficially owned by 14159, a limited partnership of which the sole general partner is 14159 Capital, L.P., a limited partnership of which the sole general partner is 14159 Capital, L.P., be to 14159 Capital, L.P., is right to receive an allocation of a portion of the profits from 14159. Includes beneficial ownership of 25,805 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees, of which the fund may be deemed to own a portion.
- 7. The 3,658 shares are reported for each of the Funds as each has an indirect pecuniary interest.
- 8. The Adviser serves as the investment adviser to the Funds. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held by the Funds. The Adviser GP is the Adviser's sole general partner. Julian C. Baker and Felix J. Baker are managing members of the Adviser GP. The Adviser has complete and unlimited discretion and authority with respect to the investment and voting power of the securities held by the Funds. The general partners of the Funds relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds.
- 9. Julian C. Baker, Felix J. Baker, the Adviser GP and the Adviser disclaim beneficial ownership of the securities held directly by the Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Julian C. Baker, Felix J. Baker, the Adviser GP or the Adviser is a beneficial owner of such securities for purposes of Section 16 or any other purpose.

#### Remarks:

Remarks: Dr. Kelvin M. Neu, a full-time employee of Baker Bros. Advisors LP (the "Adviser") is a director of Idera Pharmaceuticals, Inc. ("the Issuer"). By virtue of his representation on the Board of Directors of the Issuer (the "Board"), for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the reporting persons are deemed directors by deputization of the Issuer.

By: Baker Bros. Advisors LP, Name: Scott L. Lessing, Title: 01/04/2019 President /s/ Scott L. Lessing Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to 14159, L.P., pursuant to authority granted by 14159 01/04/2019 Capital, L.P., GP to 14159, L.P. Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to 667, L.P., pursuant to authority granted by Baker Biotech 01/04/2019 Capital, L.P., GP to 667, L.P. Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing By: Baker Bros. Advisors (GP) LLC, Name: Scott L. Lessing, 01/04/2019 Title: President /s/ Scott L. Lessing Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to BAKER BROTHERS LIFE SCIENCES, L.P., pursuant to 01/04/2019 authority granted by Baker **Brothers Life Sciences Capital** L.P., GP to Baker Brothers Life Sciences, L.P., Name: Scott L. Lessing, Title: President /s/

01/04/2019

01/04/2019

Date

/s/ Felix J. Baker

/s/ Julian C. Baker

\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.