

DISCOVERY PARTNERS INTERNATIONAL INC  
Form S-4/A  
August 07, 2006

As filed with the Securities and Exchange Commission on August 7, 2006

Registration No. 333-134438

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

Washington, D.C. 20549

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**Amendment No. 3 to**  
**FORM S-4**  
**REGISTRATION STATEMENT**

*Under*

*The Securities Act of 1933*

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**DISCOVERY PARTNERS INTERNATIONAL, INC.**

(Exact name of Registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of  
incorporation or organization)

8731  
(Primary Standard Industrial  
Classification Code Number)  
9640 Towne Centre Drive  
San Diego, California 92121

33-0655706  
(I.R.S. Employer  
Identification Number)

(858) 455-8600

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

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Michael C. Venuti, Ph.D.

Acting Chief Executive Officer

Discovery Partners International, Inc.

9640 Towne Centre Drive

San Diego, California 92121

Tel: (858) 455-8600

Fax: (858) 546-3081

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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|-------------------------|---|---|
| L. Kay Chandler, Esq.   | <i>Copies to:</i><br>Steven H. Holtzman | Steven D. Singer, Esq.                    |
| Matthew T. Browne, Esq. | Chief Executive Officer                 | Michael J. LaCascia, Esq.                 |
| Cooley Godward LLP      | Infinity Pharmaceuticals, Inc.          | Wilmer Cutler Pickering Hale and Dorr LLP |
| 4401 Eastgate Mall      | 780 Memorial Drive                      | 60 State Street                           |
| San Diego, CA 92121     | Cambridge, MA 02139                     | Boston, MA 02109                          |
| Tel: (858) 550-6000     | Tel: (617) 453-1000                     | Tel: (617) 526-6000                       |
| Fax: (858) 550-6420     | Fax: (617) 453-1001                     | Fax: (617) 526-5000                       |

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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effectiveness of this registration statement and the satisfaction or waiver of all other conditions under the merger agreement described herein.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, 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, 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 post-effective amendment filed pursuant to Rule 462(d) 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. "

**The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment that specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

**EXPLANATORY NOTE**

This Amendment No. 3 to the Registrant's Registration Statement on Form S-4 (File No. 333-134438) is being filed solely for the purpose of re-filing Exhibit 10.48, and no changes or additions are being made hereby to the joint proxy statement/prospectus that forms a part of the Registration Statement. Accordingly, the joint proxy statement/prospectus has been omitted from this filing.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the registrant has duly caused this Amendment No. 3 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the city of San Diego, state of California, on August 7, 2006.

DISCOVERY PARTNERS INTERNATIONAL, INC.

By: /s/ MICHAEL C. VENUTI  
**Michael C. Venuti**

*Acting Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 3 to Registration Statement has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Signature  | Title   | Date           |
|--|---|----------------|
| /s/ MICHAEL C. VENUTI<br><br><b>Michael C. Venuti</b>        | Acting Chief Executive Officer and Director<br>(Principal Executive Officer)              | August 7, 2006 |
| /s/ CRAIG KUSSMAN*<br><br><b>Craig Kussman</b>               | Chief Financial Officer (Principal Financial Officer<br>and Principal Accounting Officer) | August 7, 2006 |
| /s/ HARRY F. HIXSON, JR.*<br><br><b>Harry F. Hixson, Jr.</b> | Chairman and Director   | August 7, 2006 |
| /s/ ALAN LEWIS*<br><br><b>Alan Lewis</b>                     | Director  | August 7, 2006 |
| /s/ COLIN T. DOLLERY*<br><br><b>Colin T. Dollery</b>         | Director  | August 7, 2006 |
| /s/ HERM ROSENMAN*<br><br><b>Herm Rosenman</b>               | Director  | August 7, 2006 |

\*By: /s/ MICHAEL C. VENUTI  
**Michael C. Venuti**

*Attorney-in-Fact*