

Receptos, Inc.  
Form 4/A  
November 21, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LILLY ELI & CO

2. Issuer Name and Ticker or Trading Symbol  
Receptos, Inc. [RCPT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
LILLY CORPORATE CENTER,  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/14/2013

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

INDIANAPOLIS, IN 46285

4. If Amendment, Date Original Filed(Month/Day/Year)  
05/14/2013

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) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/14/2013		C	V Amount A \$ 1,152,039 D 5.25	1,266,324	I	by Group (1)
Common Stock	05/14/2013		C	V Amount A \$ 672,029 D 7.73	1,938,353	I	by Group (1)
Common Stock	05/14/2013		P	V Amount A \$ 14 142,857 D	2,081,210	I	by Group (1)

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. 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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	\$ 5.25	05/14/2013		C <sup>(2)</sup>	\$ 8,640,289	<u>(2)</u>	<u>(2)</u>	Common Stock	1,152,03
Series B Preferred Stock	\$ 7.73	05/14/2013		C <sup>(2)</sup>	\$ 5,040,221	<u>(2)</u>	<u>(2)</u>	Common Stock	672,029

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LILLY ELI & CO LILLY CORPORATE CENTER INDIANAPOLIS, IN 46285		X		
Lilly Ventures Fund I LLC C/O RECEPTOS, INC. 10835 ROAD TO THE CURE, SUITE 205 SAN DIEGO, CA 92121		X		
Torres S. Edward C/O RECEPTOS, INC. 10835 ROAD TO THE CURE, SUITE 205 SAN DIEGO, CA 92121		X		

## Signatures

/s/ Jamie E. Haney, Authorized Person, authorization on file 11/21/2013

Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) These shares are owned directly by Lilly Ventures Fund I LLC (the "Fund"). Eli Lilly and Company, as sole Managing Member of the Fund, and pursuant to provisions of the LLC Agreement of the Fund, has voting authority with respect to shares owned by the Fund. S. Edward Torres, is a non-managing member of the Fund and may be deemed to beneficially own the shares. Mr. Torres disclaims beneficial ownership of the shares held of record by the Fund, except to the extent of his pecuniary interest therein. The attached Exhibit 99.1 lists details for each 10% and beneficial owner.

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- (2) The Series A preferred stock and Series B preferred stock converted upon the closing of the Issuer's initial public offering at a conversion ratio of 1 share of common stock for every 7.5 shares of Series A preferred stock and Series B preferred stock, for no additional consideration.

### **Remarks:**

This Form is being amended to include Eli Lilly and Company's beneficial ownership of the shares reported in the Forms 4 se

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

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