

HUMAN GENOME SCIENCES INC
Form 4
August 01, 2012

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 *
GLAXOSMITHKLINE PLC

2. Issuer Name and Ticker or Trading Symbol
HUMAN GENOME SCIENCES INC [HGSJ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

980 GREAT WEST ROAD

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)

BRENTFORD, X0 TW8 9GS

(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) | | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|-------------|---|--------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$0.01 per share | 07/30/2012 | | P | | 4,934,743 (1) | A | \$ 14.25 | 163,595,621 | I | See Explanation of Responses (3) (4) |
| Common Stock, par value \$0.01 per share | 08/01/2012 | | P | | 1,788,186 (2) | A | \$ 14.25 | 165,383,807 | I | See Explanation of Responses (3) (4) |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GLAXOSMITHKLINE PLC 980 GREAT WEST ROAD BRENTFORD, X0 TW8 9GS | X | X | | |

Signatures

/s/ Victoria Whyte, Victoria Whyte, Company Secretary,
GlaxoSmithKline plc

08/01/2012

__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) Reflects the shares of Human Genome Sciences, Inc. ("HGS") common stock acquired during the subsequent offering period of the tender offer effected pursuant to the Agreement and Plan of Merger, dated as of July 16, 2012, entered into by and among the Reporting Person, H. Acquisition Corp. ("HAC") and HGS (the "Merger Agreement"), which commenced on July 30, 2012, including 4,933,833 shares acquired pursuant to guaranteed delivery procedures.
- (2) Reflects the shares of HGS common stock acquired during the subsequent offering period of the tender offer effected pursuant to the Merger Agreement, which commenced on July 30, 2012, including 765,169 shares acquired pursuant to guaranteed delivery procedures.
- (3) The Reporting Person is filing this Form 4 on behalf of itself and on behalf of HAC, a Delaware corporation and an indirect wholly owned subsidiary of the Reporting Person, with principal executive offices located at One Franklin Plaza (FP 2355), 200 North 16th Street, Philadelphia, PA 19102. The shares of common stock to which this Form 4 relates were acquired by HAC in a tender offer for all outstanding shares of common stock of HGS, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May

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10, 2012, which was annexed to and filed with the Schedule TO filed by the Reporting Person with the Securities and Exchange Commission on May 10, 2012, as amended and supplemented from time to time (the "Offer").

- (4) Pursuant to the Merger Agreement, immediately following the closing of the Offer, the Reporting Person was entitled to designate a number of directors of HGS, rounded up to the next whole number, equal to the product of the total number of directors on HGS's board of directors and the percentage that the number of shares beneficially owned by the Reporting Person and its subsidiaries bore to the total number of shares outstanding. Accordingly, on July 30, 2012, following the closing of the Offer, all of the directors of HGS resigned from the HGS board of directors, other than Argeris N. Karabelas, Augustine Lawlor and Gregory Norden, and such remaining directors of HGS appointed Deirdre Connelly, Roger Connor, Chester Koczynski, Adrian Rawcliffe, David Redfern, Ian Tomlinson and Daniel Troy, each of whom was designated by the Reporting Person, to the HGS board of directors. Each of the foregoing individuals is an employee of the Reporting Person.

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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