

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

|  |   |   |
|--|---|---|
| 1. Name and Address of Reporting Person*<br><u>Artal International S.C.A.</u><br><br>(Last) (First) (Middle)<br><u>10-12 AVENUE PASTEUR</u><br><br>(Street)<br><u>LUXEMBOURG N4 L-2310</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>LEXICON PHARMACEUTICALS, INC./DE [ LXRX ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>11/26/2014</u>                           |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   |
|  |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                |

**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                    | 11/26/2014                           |  | P                              |   | 149,253,731   | A          | \$1.005 | 149,253,731   | I  | See Footnotes <sup>(1)(4)(5)</sup>                    |
| Common Stock                    |                                      |  |                                |   |   |            |         | 247,818,843   | I  | See Footnotes <sup>(2)(4)(5)</sup>                    |
| Common Stock                    |                                      |  |                                |   |   |            |         | 5,553,292   | I  | See Footnotes <sup>(3)(4)(5)</sup>                    |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |

1. Name and Address of Reporting Person\*  
Artal International S.C.A.  
 (Last) (First) (Middle)  
10-12 AVENUE PASTEUR  
 (Street)  
LUXEMBOURG N4 L-2310  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Minne Pascal  
 (Last) (First) (Middle)  
PLACE STE. GUDULE, 19  
 (Street)  
BRUXELLES C9 B-1000  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Invus, L.P.

(Last) (First) (Middle)

CLARENDON HOUSE, 2 CHURCH STREET

(Street)

HAMILTON HM II D0

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Invus Public Equities, L.P.](#)

(Last) (First) (Middle)

CLARENDON HOUSE, 2 CHURCH STREET

(Street)

HAMILTON HM II D0

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Artal International Management S.A.](#)

(Last) (First) (Middle)

10-12 AVENUE PASTEUR

(Street)

LUXEMBOURG N4 L-2310

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Artal Group S.A.](#)

(Last) (First) (Middle)

10-12 AVENUE PASTEUR

(Street)

LUXEMBOURG N4 L-2310

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Westend S.A.](#)

(Last) (First) (Middle)

10-12 AVENUE PASTEUR

(Street)

LUXEMBOURG N4 L-2310

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Stichting Administratiekantoor Westend](#)

(Last) (First) (Middle)

DE BOELELAAN 7,

(Street)

AMSTERDAM P7 NL-1083 HJ

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Invus Advisors, L.L.C.](#)

(Last) (First) (Middle)

750 LEXINGTON AVENUE, 30TH FLOOR

|   |          |          |       |
|---|----------|----------|-------|
| (Street)  | NEW YORK | NY       | 10022 |
| (City)  | (State)  | (Zip)    |       |
| 1. Name and Address of Reporting Person*            |          |          |       |
| <a href="#">Invus Public Equities Advisors, LLC</a> |          |          |       |
| (Last)  | (First)  | (Middle) |       |
| 750 LEXINGTON AVENUE, 30TH FLOOR                    |          |          |       |
| (Street)  | NEW YORK | NY       | 10022 |
| (City)  | (State)  | (Zip)    |       |

**Explanation of Responses:**

1. These securities are directly held by Artal International S.C.A.
2. These securities are directly held by Invus, L.P.
3. These securities are directly held by Invus Public Equities, L.P.
4. Invus Advisors, L.L.C. is the general partner of Invus, L.P., and Invus Public Equities Advisors, LLC is the general partner of Invus Public Equities, L.P. Artal International S.C.A. is the managing member of each of Invus Advisors, L.L.C. and Invus Public Equities Advisors, LLC. The managing partner of Artal International S.C.A. is Artal International Management S.A., both of which are wholly owned subsidiaries of Artal Group S.A., which is a wholly owned subsidiary of Westend S.A., which is a wholly owned subsidiary of Stichting Administratiekantoor Westend (the "Stichting"). Mr. Pascal Minne is the sole member of the board of the Stichting.
5. Each of the Reporting Persons (other than to the extent it directly holds securities reported herein) disclaims beneficial ownership of the securities held by the other Reporting Persons, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each of the Reporting Persons (other than to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

**Remarks:**

Invus C.V. directly holds 29,782,609 shares of Issuer common stock. None of the Reporting Persons listed in Footnote 4 hereof have any beneficial or pecuniary interest for purposes of Section 16 of the Exchange Act in the shares of Issuer common stock directly held by Invus C.V. For purposes of Section 16 of the Exchange Act, the Reporting Persons may be deemed to be directors by deputation of the Issuer by virtue of Invus, L.P.'s right to designate certain members of the Issuer's board of directors pursuant to a stockholders' agreement between the Issuer and Invus, L.P.

[ARTAL INTERNATIONAL S.C.A., By: ARTAL INTERNATIONAL MANAGEMENT S.A., its managing partner, By: /s/ Anne Goffard, Name: Anne Goffard, Title: Managing Director](#) 11/26/2014

[INVUS, L.P., By: INVUS ADVISORS, L.L.C., its general partner, By: /s/ Raymond Debbane, Name: Raymond Debbane, Title: President](#) 11/26/2014

[INVUS PUBLIC EQUITIES, L.P., By: INVUS PUBLIC EQUITIES ADVISORS, LLC., its general partner, By: /s/ Raymond Debbane, Name: Raymond Debbane, Title: President](#) 11/26/2014

[INVUS ADVISORS, L.L.C., By: /s/ Raymond Debbane, Name: Raymond Debbane, Title: President](#) 11/26/2014

[INVUS PUBLIC EQUITIES ADVISORS, LLC, By: /s/ Raymond Debbane, Name: Raymond Debbane, Title: President](#) 11/26/2014

[ARTAL INTERNATIONAL MANAGEMENT S.A., By: /s/ Anne Goffard, Name: Anne Goffard, Title: Managing Director](#) 11/26/2014

[ARTAL GROUP S.A., By: /s/ Anne Goffard, Name: Anne Goffard, Title: Authorized Person](#) 11/26/2014

[WESTEND S.A., By: /s/ Pascal Minne, Name: Pascal Minne, Title: Director](#) 11/26/2014

[STICHTING ADMINISTRATIEKANTOOR WESTEND, By: /s/ Pascal](#) 11/26/2014

Minne, Name: Pascal Minne,  
Title: Sole Member of the  
Board

PASCAL MINNE, /s/ Pascal  
Minne 11/26/2014

\*\* Signature of Reporting Person      Date

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.**