

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0145

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hours per response. . . 14.9

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 1)*

Lexicon Genetics Incorporated

(Name of Issuer)

Common Stock

(Title of Class of Securities)

528872104

(CUSIP Number)

December 31, 2001

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)
Rule 13d-1(c)
X Rule 13d-1(d)

- - - - -
* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. NAMES OF REPORTING PERSONS
IRS IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Apax Scotland VI LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Scotland

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

5. SOLE VOTING POWER
- 0 -

6. SHARED VOTING POWER
- 0 -

7. SOLE DISPOSITIVE POWER
- 0 -

8. SHARED DISPOSITIVE POWER
- 0 -

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 0 -

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0%

12. TYPE OF REPORTING PERSON (See Instructions)
PN

1. NAMES OF REPORTING PERSONS
IRS IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Apax Scotland VI Co. Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Scotland

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

5. SOLE VOTING POWER
- 0 -

6. SHARED VOTING POWER
- 0 -

7. SOLE DISPOSITIVE POWER
- 0 -

8. SHARED DISPOSITIVE POWER
- 0 -

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 0 -

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0%

12. TYPE OF REPORTING PERSON (See Instructions)
CO

1. NAMES OF REPORTING PERSONS
IRS IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Apax Partners Ltd
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) []
(b) []
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
ENGLAND
- | | | |
|---|----|-----------------------------------|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH | 5. | SOLE VOTING POWER
- 0 - |
| | 6. | SHARED VOTING POWER
- 0 - |
| | 7. | SOLE DISPOSITIVE POWER
- 0 - |
| | 8. | SHARED DISPOSITIVE POWER
- 0 - |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 0 -
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0%
12. TYPE OF REPORTING PERSON (See Instructions)
CO

1. NAMES OF REPORTING PERSONS
IRS IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Apax Partners Holdings Ltd
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) []
(b) []
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
England
- | | |
|--|--------------------------------------|
| NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH | 5. SOLE VOTING POWER
- 0 - |
| | 6. SHARED VOTING POWER
- 0 - |
| | 7. SOLE DISPOSITIVE POWER
- 0 - |
| | 8. SHARED DISPOSITIVE POWER
- 0 - |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 0 -
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0%
12. TYPE OF REPORTING PERSON (See Instructions)
CO

- Item 1. (a) Name of Issuer:
Lexicon Genetics Incorporated (the "Issuer")
- (b) Address of Issuer's Principal Executive Offices:
4000 Research Forest Drive
The Woodlands
Texas 77381-4287
USA

- Item 2. (a) Name of Person Filing:

This Schedule 13 G is being filed jointly by (I) Apax Scotland VI LP, a limited liability partnership organised under the laws of Scotland ("Apax Scotland LP"), (II) Apax Scotland VI Co. Limited, a limited liability company organised under the laws of Scotland and the general partner of Apax Scotland LP ("Apax Scotland Company"), (III) Apax Partners Limited, a limited liability company organised under the laws of England and Wales and the Manager of each of the APAX Partnerships (as defined below) ("AVL"), and (IV) Apax Partners Holdings Ltd, a limited liability company organised under the laws of England and Wales and the controlling stockholder of AVL and APAX Scotland Company ("AVL Holdings").

The filing of this statement is not an admission by any Reporting Person that such Reporting Person and any other Reporting Person or Reporting Persons constitute a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, or Rule 13d-5 thereunder or that any Reporting Person is the beneficial owner of any securities owned by any other Reporting Person.

Apax Scotland LP is the general partner of each of APAX UK VI-A, L.P., a Delaware limited liability partnership ("APAX A") and APAX UK VI-B, L.P., a limited liability partnership organised under the laws of England and Wales ("APAX B"), APAX UK VI-C, L.P., a Delaware limited liability partnership ("APAX C"), APAX UK VI-D, L.P., a limited liability partnership organised under the laws of England and Wales ("APAX D") and APAX UK VI-E, L.P., a limited liability partnership organised under the laws of England and Wales ("APAX E", and collectively with APAX A, APAX B, APAX C, and APAX D, the "APAX Partnerships").

- (b) Address of Principal Business Office or, if none, Residence:
15 Portland Place
London, W1B 1PT
England

- (c) Citizenship:
Apax Scotland L.P. and Apax Scotland Company are organised under the laws of Scotland.
Apax Partners Ltd and Apax Partners Holdings Ltd are organised under the laws of England and Wales.
- (d) Title of Class of Securities:
Common Stock
- (e) CUSIP Number:
528872104

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or Rule 3d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act.
- (b) Bank as defined in Section 3(a)(6) of the Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Act.
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) A church plan that is excluded from the definition of an investment company under Section 2(c)(14) of the Investment Company Act of 1940.
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

- Item 4. Ownership.
- (a) Amount beneficially owned: _____NIL_____.
 - (b) Percent of class: _____NIL_____.
 - (c) Number of shares such person has:
 - (i) Sole power to vote or to direct the vote _____NIL_____.
 - (ii) Shared power to vote or to direct the vote _____NIL_____.
 - (iii) Sole power to dispose or to direct the disposition of _____NIL_____.
 - (iv) Shared power to dispose or to direct the disposition of _____NIL_____.

Item 5. Ownership of Five Percent or Less of a Class.
If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.
Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.
Not applicable.

Item 8. Identification and Classification of Members of the Group.
Not applicable.

Item 9. Notice of Dissolution of Group.
Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2002

(Date)

APAX SCOTLAND VI LP

APAX SCOTLAND VI CO LIMITED

BY: /s/ Adrian Beecroft

BY: /s/ Peter Englander

(Signature)

(Signature)

ADRIAN BEECROFT
DIRECTOR

PETER ENGLANDER
DIRECTOR

(Name/Title)

(Name/Title)

APAX PARTNERS LIMITED

APAX PARTNERS HOLDINGS LIMITED

BY: /s/ Adrian Beecroft

BY: /s/ Peter Englander

(Signature)

(Signature)

ADRIAN BEECROFT
DIRECTOR

PETER ENGLANDER
DIRECTOR

(Name/Title)

(Name/Title)

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)