

ACADIA PHARMACEUTICALS INC  
Form SC 13G  
January 21, 2011

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

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SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. \_\_)\*

Acadia Pharmaceuticals Inc.

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(Name of Issuer)

Common Stock, \$.0001 par value per share

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(Title of Class of Securities)

004225108

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(CUSIP Number)

January 12, 2011

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(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)
- 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 in 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).

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CUSIP No. 004225108

13G

Page 2 of 25

1 NAMES OF REPORTING PERSONS

Growth Equity Opportunities Fund II, LLC

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

Delaware Limited Liability Company

5

SOLE VOTING POWER

NUMBER OF  
SHARES

6

0 shares

SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

7

5,026,179 shares

SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

8

0 shares

SHARED DISPOSITIVE POWER

5,026,179 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,026,179 shares

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

9.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 004225108

13G

Page 3 of 25

1 NAMES OF REPORTING PERSONS

New Enterprise Associates 13, L.P.

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

Cayman Islands exempted limited partnership

5 SOLE VOTING POWER

NUMBER OF 0 shares

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 5,026,179 shares

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 8 0 shares

WITH 8 SHARED DISPOSITIVE POWER

5,026,179 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,026,179 shares

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

9.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 004225108

13G

Page 4 of 25

1 NAMES OF REPORTING PERSONS

NEA Partners 13, L.P.

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

Cayman Islands exempted limited partnership

5 SOLE VOTING POWER

NUMBER OF 0 shares

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 5,026,179 shares

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 8 0 shares

WITH 8 SHARED DISPOSITIVE POWER

5,026,179 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,026,179 shares

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 004225108

13G

Page 5 of 25

1 NAMES OF REPORTING PERSONS

NEA 13 GP, 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

Cayman Islands exempted company

5

SOLE VOTING POWER

NUMBER OF  
SHARES

6

0 shares

SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH  
REPORTING

7

5,026,179 shares

SOLE DISPOSITIVE POWER

PERSON  
WITH

8

0 shares

SHARED DISPOSITIVE POWER

5,026,179 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,026,179 shares

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 004225108

13G

Page 6 of 25

1 NAMES OF REPORTING PERSONS

Michael James Barrett

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

United States citizen

5 SOLE VOTING POWER

NUMBER OF  
SHARES

0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

5,026,179 shares

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

8 SHARED DISPOSITIVE POWER

5,026,179 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,026,179 shares

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9.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 004225108

13G

Page 7 of 25

1 NAMES OF REPORTING PERSONS

Peter J. Barris

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

United States citizen

5 SOLE VOTING POWER

NUMBER OF  
SHARES

0 shares  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

5,026,179 shares  
7 SOLE DISPOSITIVE POWER

EACH  
REPORTING

PERSON

0 shares  
8 SHARED DISPOSITIVE POWER

WITH

5,026,179 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,026,179 shares

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN



CUSIP No. 004225108

13G

Page 8 of 25

1 NAMES OF REPORTING PERSONS

Forest Baskettt

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

United States citizen

5 SOLE VOTING POWER

NUMBER OF  
SHARES

0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

5,026,179 shares

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

8 SHARED DISPOSITIVE POWER

5,026,179 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,026,179 shares

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9.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 004225108

13G

Page 9 of 25

1 NAMES OF REPORTING PERSONS

Ryan D. Drant

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

United States citizen

5 SOLE VOTING POWER

NUMBER OF  
SHARES

0 shares  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

5,026,179 shares  
7 SOLE DISPOSITIVE POWER

EACH  
REPORTING

PERSON

0 shares  
8 SHARED DISPOSITIVE POWER

WITH

5,026,179 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,026,179 shares

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

9.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 004225108

13G

Page 10 of 25

1 NAMES OF REPORTING PERSONS

Patrick J. Kerins

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

United States citizen

5 SOLE VOTING POWER

NUMBER OF SHARES 0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY EACH 5,026,179 shares

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON WITH 0 shares

8 SHARED DISPOSITIVE POWER

5,026,179 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,026,179 shares

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

9.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 004225108

13G

Page 11 of 25

1 NAMES OF REPORTING PERSONS

Krishna S. Kolluri

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

United States citizen

5 SOLE VOTING POWER

NUMBER OF  
SHARES

0 shares  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

5,026,179 shares  
7 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

0 shares  
8 SHARED DISPOSITIVE POWER

WITH

5,026,179 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,026,179 shares

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

9.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 004225108

13G

Page 12 of 25

## 1 NAMES OF REPORTING PERSONS

C. Richard Kramlich

## 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

United States citizen

5 SOLE VOTING POWER

NUMBER OF  
SHARES

0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

5,026,179 shares

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

8 SHARED DISPOSITIVE POWER

5,026,179 shares

## 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,026,179 shares

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

9.7%

## 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 004225108

13G

Page 13 of 25

1 NAMES OF REPORTING PERSONS

David M. Mott

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

United States citizen

5 SOLE VOTING POWER

NUMBER OF  
SHARES

0 shares  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

5,026,179 shares  
7 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

WITH

0 shares  
8 SHARED DISPOSITIVE POWER

5,026,179 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,026,179 shares

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

9.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 004225108

13G

Page 14 of 25

1 NAMES OF REPORTING PERSONS

Scott D. Sandell

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

United States citizen

5 SOLE VOTING POWER

NUMBER OF  
SHARES

0 shares  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

5,026,179 shares  
7 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

0 shares  
8 SHARED DISPOSITIVE POWER

WITH

5,026,179 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,026,179 shares

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

9.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 004225108

13G

Page 15 of 25

1 NAMES OF REPORTING PERSONS

Ravi Viswanathan

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

United States citizen

5 SOLE VOTING POWER

NUMBER OF  
SHARES

0 shares  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

5,026,179 shares  
7 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

WITH

0 shares  
8 SHARED DISPOSITIVE POWER

5,026,179 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,026,179 shares

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

9.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN



CUSIP No. 004225108

13G

Page 16 of 25

## 1 NAMES OF REPORTING PERSONS

Harry R. Weller

## 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

United States citizen

5 SOLE VOTING POWER

NUMBER OF  
SHARES

0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

5,026,179 shares

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

8 SHARED DISPOSITIVE POWER

5,026,179 shares

## 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,026,179 shares

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

9.7%

## 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 004225108

13G

Page 17 of 25

## Schedule 13G

Item 1(a). Name of Issuer:

Acadia Pharmaceuticals Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

3911 Sorrento Valley Boulevard, San Diego, California 92121.

Item 2(a). Names of Persons Filing:

Growth Equity Opportunities Fund II, LLC ("GEO II"); New Enterprise Associates 13, L.P. ("NEA 13"), which is the sole member of GEO II; NEA Partners 13, L.P. ("NEA Partners 13"), which is the sole general partner of NEA 13; NEA 13 GP, LTD ("NEA 13 GP"), which is the sole general partner of NEA Partners 13; and Michael James Barrett ("Barrett"), Peter J. Barris ("Barris"), Forest Baskett ("Baskett"), Ryan D. Drant ("Drant"), Patrick J. Kerins ("Kerins"), Krishna S. Kolluri ("Kolluri"), C. Richard Kramlich ("Kramlich"), David M. Mott ("Mott"), Scott D. Sandell ("Sandell"), Ravi Viswanathan ("Viswanathan") and Harry R. Weller ("Weller") (collectively, the "Directors"). The Directors are the directors of NEA 13 GP. GEO II, NEA 13, NEA Partners 13, NEA 13 GP and the Directors are sometimes referred to collectively herein as the "Reporting Persons."

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of GEO II, NEA 13, NEA Partners 13 and NEA 13 GP is New Enterprise Associates, 1954 Greenspring Drive, Suite 600, Timonium, MD 21093. The address of the principal business office of Baskett, Kolluri, Kramlich, Sandell and Viswanathan is New Enterprise Associates, 2855 Sand Hill Road, Menlo Park, California 94025. The address of the principal business office of Barrett, Barris, Drant, Kerins, Mott and Weller is New Enterprise Associates, 5425 Wisconsin Avenue, Suite 800, Chevy Chase, MD 20815.

Item 2(c). Citizenship:

GEO II is a limited liability company organized under the laws of the State of Delaware. NEA 13 GP is a Cayman Islands exempted company. Each of NEA 13 and NEA Partners 13 is a Cayman Islands exempted limited partnership. Each of the Directors is a United States citizen.

Item 2(d). Title of Class of Securities:

Common Stock, \$.0001 par value ("Common Stock").

Item 2(e). CUSIP Number:

004225108

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is  
a:

Not applicable.

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CUSIP No. 004225108

13G

Page 18 of 25

Item 4. Ownership.

- (a) Amount Beneficially Owned: GEO II is the record owner of 5,026,179 shares of Common Stock (the "Record Shares"). As the sole member of GEO II, NEA 13 may be deemed to own beneficially the Record Shares. As the general partner of NEA 13, NEA Partners 13 may also be deemed to own beneficially the Record Shares. As the general partner of NEA Partners 13, NEA 13 GP likewise may be deemed to own beneficially the Record Shares. As the directors of NEA 13 GP, each of the Directors also may be deemed to own beneficially the Record Shares.
- (b) Percent of Class: See Line 11 of the cover sheets. The percentages set forth on the cover sheets for each Reporting Person are calculated based on the sum of (i) 39,299,302 shares of Common Stock reported to be outstanding by the Issuer as of October 29, 2010 on Form 10-Q filed with the Securities and Exchange Commission (the "SEC") on November 9, 2010 and (ii) 12,565,446 shares of Common Stock sold by the Issuer on January 12, 2011, as reported on Form 8-K filed with the SEC on January 12, 2011, a total of 51,864,748 shares.
- (c) Number of shares as to which such person has:
- (i) sole power to vote or to direct the vote: See Line 5 of cover sheets.
  - (ii) shared power to vote or to direct the vote: See Line 6 of cover sheets.
  - (iii) sole power to dispose or to direct the disposition of: See Line 7 of cover sheets.
  - (iv) shared power to dispose or to direct the disposition of: See Line 8 of cover sheets.

Each Reporting Person disclaims beneficial ownership of such shares of Common Stock except for the shares, if any, such Reporting Person holds of record.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

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 or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable. The Reporting Persons expressly disclaim membership in a “group” as used in Rule 13d-5(b).

Item 9.

Notice of Dissolution of Group.

Not applicable.

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CUSIP No. 004225108

13G

Page 19 of 25

Item 10.

Certification.

By signing below, each Reporting Person certifies that, to the best of his or its knowledge or belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Material to be Filed as Exhibits.

Exhibit 1 – Agreement regarding filing of joint Schedule 13G.

Exhibit 2 – Power of Attorney regarding Schedule 13G filings.

CUSIP No. 004225108

13G

Page 20 of 25

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: January 21, 2011

GROWTH EQUITY OPPORTUNITIES FUND II, LLC

By: NEW ENTERPRISE ASSOCIATES 13, L.P.  
Sole Member

By: NEA PARTNERS 13, L.P.  
General Partner

By: NEA 13 GP, LTD  
General Partner

By: \*  
Peter J. Barris  
Director

NEW ENTERPRISE ASSOCIATES 13, L.P.

By: NEA PARTNERS 13, L.P.  
General Partner

By: NEA 13 GP, LTD  
General Partner

By: \*  
Peter J. Barris  
Director

NEA PARTNERS 13, L.P.

By: NEA 13 GP, LTD  
General Partner

By: \*  
Peter J. Barris  
Director

NEA 13 GP, LTD

By:                   \*  
Peter J. Barris  
Director

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CUSIP No. 004225108

13G

Page 21 of 25

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Michael  
James  
Barrett

\*

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Peter  
J.  
Barris

\*

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Forest  
Baskett

\*

---

Ryan  
D.  
Drant

\*

---

Patrick  
J.  
Kerins

\*

---

Krishna  
S.  
Kolluri

\*

---

C.  
Richard  
Kramlich

\*

David  
M. Mott

\*

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Scott D.  
Sandell

\*

---

Ravi  
Viswanathan

\*

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Harry R. Weller

\*/s/ Louis S. Citron  
Louis S. Citron  
As attorney-in-fact

This Schedule 13G was executed by Louis S. Citron on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached as Exhibit 2.

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CUSIP No. 004225108

13G

Page 22 of 25

EXHIBIT 1

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares of stock of Acadia Pharmaceuticals Inc.

EXECUTED this 21st day of January, 2011

GROWTH EQUITY OPPORTUNITIES FUND II, LLC

By: NEW ENTERPRISE ASSOCIATES 13, L.P.  
Sole Member

By: NEA PARTNERS 13, L.P.  
General Partner

By: NEA 13 GP, LTD  
General Partner

By: \*  
Peter J. Barris  
Director

NEW ENTERPRISE ASSOCIATES 13, L.P.

By: NEA PARTNERS 13, L.P.  
General Partner

By: NEA 13 GP, LTD  
General Partner

By: \*  
Peter J. Barris  
Director

NEA PARTNERS 13, L.P.

By: NEA 13 GP, LTD  
General Partner

By: \*  
Peter J. Barris  
Director

NEA 13 GP, LTD

By:                   \*  
Peter J. Barris  
Director

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CUSIP No. 004225108

13G

Page 23 of 25

\*

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Michael  
James  
Barrett

\*

---

Peter J. Barris

\*

---

Forest  
Baskett

\*

---

Ryan  
D.  
Drant

\*

---

Patrick  
J.  
Kerins

\*

---

Krishna  
S.  
Kolluri

\*

---

C.  
Richard  
Kramlich

\*

---

David  
M. Mott

\*

---

Scott D.  
Sandell

\*

---

Ravi  
Viswanathan

\*

---

Harry R. Weller

\*/s/ Louis S. Citron  
Louis S. Citron  
As attorney-in-fact

This Agreement relating to Schedule 13G was executed by Louis S. Citron on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached hereto as Exhibit 2.

CUSIP No. 004225108

13G

Page 24 of 25

EXHIBIT 2

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Charles W. Newhall III, Louis S. Citron, Eugene A. Trainor III, Timothy Schaller and Shawn Conway, and each of them, with full power to act without the others, his true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his capacity as a direct or indirect general partner, director, officer or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 4th day of May, 2009.

/s/ M. James Barrett  
M. James Barrett

/s/ Peter J. Barris  
Peter J. Barris

/s/ Forest Baskett  
Forest Baskett

/s/ Rohini Chakravarthy  
Rohini Chakravarthy

/s/ Patrick Chung  
Patrick Chung

/s/ Ryan Drant  
Ryan Drant

/s/ Anthony A. Florence  
Anthony A. Florence

/s/ Robert Garland  
Robert Garland

/s/ Paul Hsiao  
Paul Hsiao

/s/ Patrick J. Kerins  
Patrick J. Kerins

/s/ Suzanne King  
Suzanne King

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CUSIP No. 004225108

13G

Page 25 of 25

/s/ Krishna S. Kolluri  
Krishna S. Kolluri

/s/ C. Richard Kramlich  
C. Richard Kramlich

/s/ Charles M. Linehan  
Charles M. Linehan

/s/ Edward Mathers  
Edward Mathers

/s/ David M. Mott  
David M. Mott

/s/ John M. Nehra  
John M. Nehra

/s/ Charles W. Newhall III  
Charles W. Newhall III

/s/ Jason R. Nunn  
Jason R. Nunn

/s/ Mark W. Perry  
Mark W. Perry

/s/ Jon Sakoda  
Jon Sakoda

/s/ Scott D. Sandell

Scott D. Sandell

/s/ Peter W. Sonsini  
Peter W. Sonsini

/s/ A. Brooke Seawell  
A. Brooke Seawell

/s/ Eugene A. Trainor III  
Eugene A. Trainor III

/s/ Ravi Viswanathan  
Ravi Viswanathan

/s/ Paul E. Walker  
Paul E. Walker

/s/ Harry Weller  
Harry Weller