

LA JOLLA PHARMACEUTICAL CO
Form SC 13G/A
February 17, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

La Jolla Pharmaceutical Company
(Name of Issuer)

Common Stock, \$0.0001 par value per share
(Title of Class of Securities)

503459604
(CUSIP Number)

December 31, 2014
(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).

CUSIP
No. 303459604

1. NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

RTW Investments, 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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

SHARED

6. VOTING
POWER

1,327,261

SOLE

7. DISPOSITIVE
POWER

0

SHARED

8. DISPOSITIVE
POWER

1,327,261

AGGREGATE
AMOUNT

9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

1,327,261*

CHECK
BOX IF
THE
AGGREGATE
AMOUNT

10. IN ROW
(9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

PERCENT
OF CLASS
REPRESENTED

11. BY
AMOUNT
IN ROW
(9)

8.6%*

TYPE OF
REPORTING
PERSON

12. (SEE
INSTRUCTIONS)

OO, IA

* Includes 152,557 shares of Series C-1² Convertible Preferred Stock beneficially owned by the Reporting Person. The Series C-1² Convertible Preferred Stock is convertible into common stock at a rate 1,724.04 shares of common stock for each share of Series C-1² Convertible Preferred Stock.

CUSIP
No. 303459604

1. NAME OF
REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

RTW
Master
Fund, 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

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

5. SOLE
VOTING
POWER

0

SHARED

6. VOTING
POWER

1,327,261

SOLE

7. DISPOSITIVE
POWER

0

SHARED

8. DISPOSITIVE
POWER

1,327,261

AGGREGATE
AMOUNT

9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

1,327,261*

CHECK
BOX IF

THE
AGGREGATE
AMOUNT

10. IN ROW
(9)

EXCLUDES

CERTAIN

SHARES

(SEE

INSTRUCTIONS)

PERCENT

OF CLASS

REPRESENTED

11. BY

AMOUNT

IN ROW

(9)

8.6%*

TYPE OF
REPORTING
PERSON

12. (SEE
INSTRUCTIONS)

CO

* Includes 152.557 shares of Series C-1² Convertible Preferred Stock directly owned by the Reporting Person. The Series C-1² Convertible Preferred Stock is convertible into common stock at a rate 1,724.04 shares of common stock for each share of Series C-1² Convertible Preferred Stock.

CUSIP
No. 303459604

1. NAME OF
REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Roderick
Wong

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 of
America

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

5. SOLE
VOTING
POWER

0

SHARED

6. VOTING
POWER

1,327,261

SOLE

7. DISPOSITIVE
POWER

0

SHARED

8. DISPOSITIVE
POWER

1,327,261

AGGREGATE
AMOUNT

9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

1,327,261*

CHECK
BOX IF
THE

AGGREGATE
AMOUNT

10. IN ROW
(9)

EXCLUDES

CERTAIN

SHARES

(SEE

INSTRUCTIONS)

PERCENT

OF CLASS

REPRESENTED

11. BY

AMOUNT

IN ROW

(9)

8.6%*

TYPE OF
REPORTING
PERSON

12. (SEE
INSTRUCTIONS)

IN, HC

* Includes 152.557 shares of Series C-1² Convertible Preferred Stock beneficially owned by the Reporting Person. The Series C-1² Convertible Preferred Stock is convertible into common stock at a rate 1,724.04 shares of common stock for each share of Series C-1² Convertible Preferred Stock.

CUSIP No. 503459604

Item 1. (a). Name of
Issuer:

La Jolla
Pharmaceutical
Company

Address of
issuer's

(b). principal
executive
offices:

4660 La
Jolla
Village
Drive,
Suite 1070
San Diego,
California
92122

Item 2. (a). Name of
person
filing:

RTW
Investments,
LLC
RTW
Master
Fund, Ltd.
Roderick
Wong

(b). Address or
principal
business
office or, if
none,
residence:

RTW
Investments,
LLC
250 West
55th Street
16th Floor

Suite A
New York,
New York
10019

RTW
Master
Fund, Ltd.
c/o
Walkers
Corporate
Services
Limited
Walker
House
87 Mary
Street
George
Town
Grand
Cayman
KY1-9005
Cayman
Islands

Roderick
Wong
c/o RTW
Investments,
LLC
250 West
55th Street
16th Floor
Suite A
New York,
New York
10019

(c). Citizenship:

RTW
Investments,
LLC –
Delaware
RTW
Master
Fund, Ltd. –
Cayman
Islands
Roderick
Wong –

United
States of
America

Title of
(d).class of
securities:

Common
Stock,
\$0.0001
par value
per share

(e). CUSIP
No.:

503459604

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

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

RTW Investments, LLC – 1,327,261
RTW Master Fund, Ltd. – 1,327,261
Roderick Wong – 1,327,261

(b) Percent of class:

RTW Investments, LLC – 8.6%
RTW Master Fund, Ltd. – 8.6%
Roderick Wong – 8.6%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote ,

RTW Investments, LLC – 0

RTW Master Fund, Ltd. – 0

Roderick Wong – 0

(ii) Shared power to vote or to direct the vote ,

RTW Investments, LLC – 1,327,261

RTW Master Fund, Ltd. – 1,327,261

Roderick Wong – 1,327,261

(iii) Sole power to dispose or to direct the disposition of ,

RTW Investments, LLC – 0

RTW Master Fund, Ltd. – 0

Roderick Wong – 0

(iv) Shared power to dispose or to direct the disposition of .

RTW Investments, LLC – 1,327,261

RTW Master Fund, Ltd. – 1,327,261

Roderick Wong – 1,327,261

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 [].

N/A

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the

Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

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

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

Item 10. Certification.

By signing
below I
certify that,

to the best
of my
knowledge
and 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.

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 17, 2015
(Date)

RTW INVESTMENTS,
LLC*

By: /s/ Roderick Wong
By: Roderick Wong
Title: Managing Member

RTW MASTER FUND,
LTD.

By: /s/ Roderick Wong
By: Roderick Wong
Title: Director

RODERICK WONG*

By: /s/ Roderick Wong

* The Reporting Person disclaims beneficial ownership in the common stock reported herein except to the extent of his pecuniary interest therein.

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 s.240.13d-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).

Exhibit A
AGREEMENT

The undersigned agree that this Amendment No. 5 to Schedule 13G dated February 17, 2015 relating to the Common Stock, \$0.0001 par value per share, of La Jolla Pharmaceutical Company shall be filed on behalf of the undersigned.

RTW INVESTMENTS, LLC

By: /s/ Roderick Wong
By: Roderick Wong
Title: Managing Member

RTW MASTER FUND,
LTD.

By: /s/ Roderick Wong
By: Roderick Wong
Title: Director

RODERICK WONG

By: /s/ Roderick Wong