

Akebia Therapeutics, Inc.
Form SC 13D/A
November 18, 2015

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

AKEBIA THERAPEUTICS, INC.

(Name of Issuer)

Common Stock, par value \$0.00001 per share

(Title of Class of Securities)

00972D 10 5

(CUSIP Number)

Bjarne Graven Larsen

Novo A/S

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Copy to:

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 5, 2015

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is subject of this Schedule 13D, and is filing this statement because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

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

* 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 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 (the 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.: 00972D 10 5

1. Name of Reporting Person:

Novo A/S

2. Check the Appropriate Box if a Member of Group (See Instructions):

(a) ☐ (b) ☒

3. SEC Use Only:

4. Source of Funds:

WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): ☐

6. Citizenship or Place of Organization:

Denmark

7. Sole Voting Power:

Number of

Shares

1,516,387

Beneficially

8. Shared Voting Power:

Owned By

Each

0

9. Sole Dispositive Power:

Reporting

Person

1,516,387

With:

10. Shared Dispositive Power:

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

1,516,387

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares: "

13. Percent of Class Represented By Amount In Row (11):

4.9% (1)

14. Type of Reporting Person:

CO

(1) Based upon 30,631,737 shares of the Issuer's Common Stock outstanding as of November 5, 2015 reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 9, 2015.

This Amendment No. 2 amends the Schedule 13D originally filed with the Securities and Exchange Commission (the Commission) on April 3, 2014, as subsequently amended by Amendment No. 1 filed with the Commission on June 16, 2015 (as amended, the Schedule), to report that as of November 5, 2015 Novo A/S ceased to be the beneficial owner of 5% or more of the Issuer's securities.

Except as specifically amended by this Amendment No. 2, each Item of the Schedule remains unchanged. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule.

Item 5. Interest in Securities of the Issuer

Item 5 is amended and replaced in its entirety as follows:

(a) Novo A/S beneficially owns 1,516,387 shares of Common Stock of the Issuer (the Novo Shares), representing approximately 4.9% of the Issuer's outstanding Common Stock, based upon 30,631,737 shares of the Issuer's Common Stock outstanding as of November 5, 2015 reported in the Issuer's Form 10-Q filed with the Commission on November 9, 2015.

(b) Novo A/S is a Danish limited liability company wholly owned by the Novo Nordisk Foundation. Novo A/S, through its Board of Directors (the Novo Board), has the sole power to vote and dispose of the Novo Shares. The Novo Board, currently comprised of Sten Scheibye, Goran Ando, Jeppe Christiansen, Steen Riisgaard and Per Wold-Olsen, may exercise voting and dispositive control over the Novo Shares only with the support of a majority of the Novo Board. As such, no individual member of the Novo Board is deemed to hold any beneficial ownership or reportable pecuniary interest in the Novo Shares. Except as described in this Amendment No. 2, neither the Foundation nor any person listed on Schedule I has the power to direct the vote as to, or the disposition of the Novo Shares.

(c) Novo A/S has not effected any transactions in the Issuer's Common Stock within the past 60 days and neither the Foundation nor any person listed on Schedule I has effected any transactions in the Issuer's Common Stock within the past 60 days.

(d) Not applicable.

(e) As of November 5, 2015, Novo A/S ceased to be the beneficial owner of 5% or more of the Issuer's Common Stock.

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.

Dated: November 17, 2015

Novo A/S

/s/ Bjarne Graven Larsen
By: Bjarne Graven Larsen
Its: Chief Financial Officer

Schedule I

Information regarding each director and executive officer of both Novo A/S and the Novo Nordisk Foundation is set forth below.

Name, Title	<i>Novo A/S</i> Address	Principal Occupation	Citizenship
Sten Scheibye	Rungsted Strandvej 197C	Professional Board Director	Denmark
Chairman of the Board	2960 Rungsted Kyst, Denmark		
Göran Ando	Essex Woodlands	Self-employed	Sweden
Director	Berkeley Square House Berkeley Square London, W1J 6BD United Kingdom	Professional Board Director	
Jeppe Christiansen	Kollemose 37	Chief Executive Officer	Denmark
Director	2830 Virum Denmark	Fondsmaeglerselskabet Maj Invest A/S	
Steen Riisgaard	Hestetangsvej 155	Professional Board Director	Denmark
Director	3520 Farum Denmark		
Per Wold-Olsen	T7B22 Favray Court	Professional Board Director	Norway
Director	Tigne Point TP01 Malta		
Eivind Drachmann Kolding	Skovvangen 18	Chief Executive Officer	Denmark
Chief Executive Officer	2920 Charlottenlund Denmark	Novo A/S	
Bjarne Graven Larsen	Tuborg Havnepark 22, 3 t.h.	Chief Financial Officer	Denmark

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Chief Financial Officer	2900 Hellerup Denmark	Novo A/S
Thomas Dyrberg	Bengtasvej 9 a	Managing Partner - Ventures, Denmark
Managing Partner Ventures	2900 Hellerup	Novo A/S
	Denmark	
Michael Shalmi	Stigardsvej 4	Head of Large Investments, Denmark
Managing Partner	2900 Hellerup	Novo A/S
Large Investments	Denmark	

<i>Novo Nordisk Foundation</i>			
Name, Title	Address	Principal Occupation	Citizenship
Sten Scheibye	Rungsted Strandvej 197C	Professional Board Director	Denmark
Chairman of the Board	2960 Rungsted Kyst		
	Denmark		
Bo Ahrén	Merkuriusgatan 11	Professor of Medicine and	Sweden
Professor	S-224 57 Lund	Pro Vice Chancellor, Lund	
	Sweden	University,	
		Lund, Sweden	
Karsten Dybvad	Carl Baggers Alle 15	Director General and Chief	Denmark
Chief Executive Officer	2920 Charlottenlund	Executive Officer	
	Denmark	DI (Confederation of Danish	
		Industry)	

<i>Novo Nordisk Foundation</i>			
Name, Title	Address	Principal Occupation	Citizenship
Lars Fugger	Staunton Road 72	Professor, John Radcliffe Hospital	Denmark
Director	OX3 7TP		
	Great Britain	University of Oxford, Oxford, Great Britain	
Anne Marie Kverneland	Nybrovej 216	Laboratory Technician	Denmark
Director	2800 Kgs. Lyngby	Novo Nordisk A/S	
	Denmark		
Lars Bo Køppler	Anemonevej 7	Technician	Denmark
Director	3550 Slangerup	Novozymes A/S	
	Denmark		
Karen Lauberg Lauritsen	Furesø Parkvej 53 2830	IT Architecture Specialist	Denmark
Director	Virum Denmark	Novo Nordisk A/S	
Marianne Philip	Tranegårdsvej 5	Attorney	Denmark
Director	2900 Hellerup		
	Denmark		
Steen Riisgaard	Hestetangsvej 155 3520	Professional Board Director	Denmark
Vice Chairman of the Board	Farum Denmark		
Birgitte Nauntofte	Engbakkevej 24	Chief Executive Officer	Denmark
Chief Executive Officer	2920 Charlottenlund	Novo Nordisk Foundation	
	Denmark		