Flexion Therapeutics Inc
Form SC 13G
February 05, 2015

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No.)*
FLEXION THERAPEUTICS, INC.
(Name of Issuer)
Common Stock, par value $0.001 per share
(Title of Class of Securities)
33938J106
(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)
|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 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).

CUSIP No.
33938J106
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1) Names of Reporting Persons. PFIZER INC.
I.R.S. Identification Nos. of Above Persons (entities only) 13-5315170
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2) Check the Appropriate Box if a Member of a Group (See Instructions)
(a) |_|
(b) |_|
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3) SEC Use Only
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4) Citizenship or Place of Organization
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON WITH:

5. Sole Voting Power 1,687,250

6. Shared Voting Power -0-

7. Sole Dispositive Power 1,687,250

8. Shared Dispositive Power -0-

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9) Aggregate Amount Beneficially Owned by Each Reporting Person 1,687,250
10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions) |_|
11) Percent of Class Represented by Amount in Row (9) 7.9%
12) Type of Reporting Person (See Instructions) CO

ITEM 1.
(A) NAME OF ISSUER: Flexion Therapeutics, Inc.
(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICE:
10 Mall Road, Suite 301, Burlington Massachusetts, 01803
ITEM 2.
(A) NAME OF PERSONS FILING: PFIZER INC.
(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR IF NONE, RESIDENCE:
235 E. 42nd Street, New York, NY 10017
(C) CITIZENSHIP: DELAWARE, U.S.A.
(D) TITLE OF CLASS OF SECURITIES: COMMON STOCK, $0.001 PAR VALUE PER SHARE ("Common Stock")
(E) CUSIP NUMBER: 33938J106
ITEM 3.
Not applicable.
ITEM 4. OWNERSHIP.
(a) Amount beneficially owned: 1,687,250
(b) Percent of class: 7.9%
(c) Number of shares as to which the person has:
(i) Sole power to vote or to direct the vote: 1,687,250
(ii) Shared power to vote or to direct the vote: 0
(iii) Sole power to dispose or to direct the disposition of: 1,687,250
(iv) Shared power to dispose or to direct the disposition of: 0

The ownership percentage of the Reporting Person set forth in Row 11 of the cover page hereto has been calculated based on an assumed total of 21,423,288 shares of Common Stock outstanding as of December 17, 2014, as reported in the Issuer's prospectus (Form 424B4) filed with the Securities and Exchange Commission on December 12, 2014 and assuming the underwriters' option to purchase 756,000 additional shares was exercised in full.

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
Not applicable.
ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP
Not applicable.
ITEM 9. NOTICE OF DISSOLUTION OF GROUP
Not applicable.
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.

Dated: February 5, 2015
PFIZER INC.

By: /s/ Susan Grant
Name: Susan Grant
Title: Assistant Secretary