

Ardea Biosciences, Inc./DE  
Form SC 13D/A  
December 19, 2008

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934

(Amendment No. 6)

ARDEA BIOSCIENCES, INC.  
(Name of Issuer)

Common Stock, par value \$0.001 per share  
(Title of Class of Securities)

03969P107  
(CUSIP Number)

Leo Kirby  
667 Madison Avenue, 17th Floor  
New York, NY 10021  
(212) 339-5633

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

December 19, 2008  
(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-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 §240.13d-7 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 ("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).



SCHEDULE 13D

CUSIP No. 03969P107

Page 2 of 6 Pages

NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

1 Julian C. Baker

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)   
 GROUP (See Instructions) (b)   
 3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC  
 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS   
 IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6 United States

		SOLE VOTING POWER
	7	0
NUMBER OF		SHARED VOTING POWER
SHARES		
BENEFICIALLY	8	5,373,368
OWNED BY		SOLE DISPOSITIVE POWER
EACH		
REPORTING	9	0
PERSON		SHARED DISPOSITIVE POWER
WITH		
	10	5,373,368

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 5,373,368

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES   
 CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 29.8%

TYPE OF REPORTING PERSON (See Instructions)

14 IN

SCHEDULE 13D

CUSIP No. 03969P107

Page 3 of 6 Pages

NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

1  
Felix J. Baker

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)   
 GROUP (See Instructions) (b)   
 3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

5 WC  
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS   
 IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6  
United States

		SOLE VOTING POWER
	7	0
NUMBER OF SHARES		SHARED VOTING POWER
BENEFICIALLY	8	5,373,368
OWNED BY		SOLE DISPOSITIVE POWER
EACH	9	0
REPORTING		SHARED DISPOSITIVE POWER
PERSON	10	5,373,368
WITH		

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11  
5,373,368

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13  
29.8%

14 TYPE OF REPORTING PERSON (See Instructions)

IN

This Amendment No. 6 to Schedule 13D is being filed by Julian C. Baker and Felix J. Baker (the "Reporting Persons") to supplement the statements on Schedule 13D previously filed by them, as heretofore amended. Except as supplemented herein, such statements, as heretofore amended and supplemented, remain in full force and effect.

Item 5. Interest in Securities of the Issuer.

Set forth below is the aggregate number of shares of Common Stock held, including shares that maybe acquired upon exercise of Warrants, as of the date hereof by each of the following, together with the percentage of outstanding shares of Common Stock that such number represents based upon 17,834,734 shares outstanding according to information received from the Company on December 19, 2008. Such percentage figures are calculated on the basis that the Warrants owned by the Reporting Persons are deemed exercised into shares of Common Stock but other outstanding Warrants are not deemed converted or exercised.

Name	Number of Shares	Percent of class Outstanding
Baker Bros. Investments, L.P.	88,893	0.5%
Baker Bros. Investments II, L.P. 667, L.P.	75,388 1,693,159	0.4% 9.4%
Baker Brothers Life Sciences, L.P. 14159, L.P.	3,341,235 74,059	18.5% 0.4%
Baker Tisch Investments, L.P.	100,634	0.6%
Total	5,373,368	29.8%

By virtue of their ownership of entities that have the power to control the investment decisions of the limited partnerships listed in the table above, Julian C. Baker and Felix J. Baker may each be deemed to be beneficial owners of shares owned by such entities and may be deemed to have shared power to vote or direct the vote of and shared power to dispose or direct the disposition of such securities.

The following transactions in Common Stock and Warrants were effected by the entities noted below during the sixty days preceding the filing of this statement. All transactions were effected directly with the Company under a Securities Purchase Agreement dated December 19, 2008 in which the entities noted above purchased 794,852 shares of common stock and 198,713 warrants as detailed in the table below. The Warrants are exercisable 180 days after the closing of the transaction at an exercise price of \$11.14 per share and expire in five years from the date of grant.

Exhibit 4.

Agreement regarding the joint filing of this statement.

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.

December 19, 2008

By: /s/ Julian C. Baker  
Julian C. Baker

By: /s/ Felix J. Baker  
Felix J. Baker

---