

AERIE PHARMACEUTICALS INC
 Form 4
 October 30, 2013

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mehra Anand

2. Issuer Name and Ticker or Trading Symbol
**AERIE PHARMACEUTICALS INC
 [AERI]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/25/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

**C/O SOFINNOVA
 VENTURES, 2800 SAND HILL
 ROAD, SUITE 150**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/25/2013		C		932,553	A	①	932,553	I	See footnote (2)
Common Stock	10/25/2013		C		1,363,636	A	②	2,296,189	I	See footnote (2)
Common Stock	10/25/2013		C ⁽⁸⁾		155,600	A	\$ 0.05	2,451,789	I	See footnote (2)

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Common Stock	10/25/2013	C	353,800	A	<u>(6)</u>	2,805,589	I	See footnote <u>(2)</u>
Common Stock	10/25/2013	P	285,000	A	\$ 10	3,090,589	I	See footnote <u>(2)</u> <u>(4)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Series A-4 Convertible Preferred Stock	<u>(1)</u>	10/25/2013		C	4,662,765	<u>(1)</u> <u>(1)</u>	Common Stock
Series B Convertible Preferred Stock	<u>(3)</u>	10/25/2013		C	6,818,182	<u>(3)</u> <u>(3)</u>	Common Stock
Series B Preferred Stock Warrant (right to buy)	\$ 0.05	10/25/2013		C	778,000	<u>(5)</u> <u>(5)</u>	Common Stock
Convertible Notes	<u>(6)</u>	10/25/2013		C	353,800	<u>(6)</u> <u>(6)</u>	Common Stock
Series A-4 Preferred Stock Warrant (right to buy)	<u>(7)</u>	10/25/2013		C	750,000	<u>(7)</u> <u>(7)</u>	Common Stock

Common Stock Warrant (right to buy)	\$ 5 <u>(7)</u>	10/25/2013	C	150,000	<u>(7)</u>	<u>(7)</u>	Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mehra Anand C/O SOFINNOVA VENTURES 2800 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025	X	X		
HEALY JAMES C/O SOFINNOVA VENTURES 2800 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025		X		
POWELL MICHAEL C/O SOFINNOVA VENTURES 2800 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025		X		
Buatois Eric C/O SOFINNOVA VENTURES 2800 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025		X		
SOFINNOVA VENTURE PARTNERS VII L P C/O SOFINNOVA VENTURES 2800 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025		X		
Sofinnova Management VII, L.L.C. C/O SOFINNOVA VENTURES 2800 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025		X		

Signatures

/s/ Nathalie Auber, Attorney-in-Fact for Anand Mehra	10/30/2013
**Signature of Reporting Person	Date
/s/ Nathalie Auber, Attorney-in-Fact for James Healy	10/30/2013
**Signature of Reporting Person	Date
/s/ Nathalie Auber, Attorney-in-Fact for Eric Buatois	10/30/2013
**Signature of Reporting Person	Date
/s/ Nathalie Auber, Attorney-in-Fact for Michael Powell	10/30/2013
**Signature of Reporting Person	Date

/s/ Nathalie Auber, Attorney-in-Fact for Sofinnova Venture Partners
VII, L.P.

10/30/2013

**Signature of Reporting Person

Date

/s/ Nathalie Auber, Attorney-in-Fact for Sofinnova Management VII,
L.L.C.

10/30/2013

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) All outstanding shares of the Series A-4 Convertible Preferred Stock, including the 4,662,765 shares held by the Reporting Persons, were automatically converted into shares of Common Stock on a one-for-five basis upon the closing of the Issuer's initial public offering for no additional consideration.

(2) The securities are owned directly by Sofinnova Venture Partners VII, L.P. ("SV VII"). Sofinnova Management VII, L.L.C. ("SV VII LLC"), the general partner of SV VII, James Healy, Michael Powell, and Eric Buatois, the managing members of SV VII LLC, and Anand Mehra, a director of the Issuer, may be deemed to have shared voting and dispositive power over the shares owned by SV VII. Such persons and entities disclaim beneficial ownership over the shares owned by SV VII except to the extent of any pecuniary interest therein.

(3) All outstanding shares of the Series B Convertible Preferred Stock, including the 6,818,182 shares held by the Reporting Persons, were automatically converted into shares of Common Stock on a one-for-five basis upon the closing of the Issuer's initial public offering for no additional consideration.

(4) The shares were purchased in the Issuer's initial public offering.

(5) The Series B warrants to purchase shares of the Issuer's Series B convertible preferred stock were exercisable at a price of \$0.01 per share at any time during their seven year term (expiration is December 2019), subject to adjustment. Upon completion of the Issuer's initial public offering, the Series B warrants automatically became exercisable for 155,600 shares of the Issuer's Common Stock at an exercise price of \$0.05 per share.

(6) The outstanding principal amount and all accrued and unpaid interest thereon converted into shares of Common Stock at a price per share equal to the initial public offering price upon the closing of the Issuer's initial public offering.

(7) The Series A-4 warrants to purchase shares of the Issuer's Series A-4 convertible preferred stock were exercisable at a price of \$1.00 per share at any time during their ten year term (expiration is August 2020), subject to adjustment. Upon completion of the Issuer's initial public offering, the Series A-4 warrants automatically became exercisable for 150,000 shares of the Issuer's common stock at an exercise price of \$5.00 per share.

(8) Exercise of warrant in cash in the amount of \$7,780 in connection with the closing of the Issuer's initial public offering.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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