

AERIE PHARMACEUTICALS INC

Form 4

November 01, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kopczynski Casey C.

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)
C/O AERIE
PHARMACEUTICALS, INC., 135
U.S. HIGHWAY 206, SUITE 15
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/30/2013

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Chief Scientific Officer

BEDMINSTER, NJ 07921

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

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

(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)
Common Stock	10/30/2013		C ⁽¹⁾	18,651 A	161,891	D	

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

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

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Warrant (right to buy)	\$ 5 <u>(2)</u>	10/30/2013		C <u>(2)</u>	3,000	<u>(2)</u> 08/27/2020	Common Stock	3,000
Series A-4 Preferred Stock	<u>(1)</u>	10/30/2013		C <u>(1)</u>	18,651	<u>(1)</u> <u>(1)</u>	Common Stock	18,651

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kopczynski Casey C. C/O AERIE PHARMACEUTICALS, INC. 135 U.S. HIGHWAY 206, SUITE 15 BEDMINSTER, NJ 07921			Chief Scientific Officer	

Signatures

/s/ Richard J. Rubino, Attorney-in-Fact for Casey C.
Kopczynski

11/01/2013

 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) Upon the closing of the issuer's initial public offering pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended, 93,256 shares of Series A-4 Preferred Stock were automatically converted into 18,651 shares of Common Stock, which reflects a 1-for-5 reverse stock split of the issuer's Common Stock effected on October 8, 2013. Prior to the conversion, the shares of Series A-4 Preferred Stock had no expiration date.

(2) Upon the closing of the issuer's initial public offering pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended, a warrant to purchase 15,000 shares of Series A-4 Preferred Stock with an exercise price of \$1.00 per share was automatically converted into this warrant to purchase 3,000 shares of Common Stock with an exercise price of \$5.00 per share, which reflects a 1-for-5 reverse stock split of the issuer's Common Stock effected on October 8, 2013. This warrant is immediately exercisable.

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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