

AERIE PHARMACEUTICALS INC  
 Form 3  
 October 25, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Mehra Anand</p> <p>(Last) (First) (Middle)</p> <p>C/O SOFINNOVA VENTURES,Â 2800 SAND HILL ROAD, SUITE 150</p> <p>(Street)</p> <p>MENLO PARK,Â CAÂ 94025</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/25/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>AERIE PHARMACEUTICALS INC [AERI]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  <input type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person  <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable      Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title      Amount or Number of</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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				Shares		or Indirect (I) (Instr. 5)	
Series A-4 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	4,662,765	\$ (1)	I	See footnote (2)
Series A-4 Preferred Stock Warrant (right to buy)	Â (3)	Â (3)	Common Stock (3)	750,000	\$ (3)	I	See footnote (2)
Series B Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	6,818,182	\$ (4)	I	See footnote (2)
Series B Preferred Stock Warrant (right to buy)	Â (5)	Â (5)	Common Stock (5)	778,000	\$ (5)	I	See footnote (2)
Convertible Notes	Â (9)	Â (9)	Common Stock	353,800	\$ (9)	I	See footnote (2)
Stock Option (right to buy)	Â (7)	09/12/2023	Common Stock	28,000 (8)	\$ 3.15	D (6)	Â

## 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	Â X	Â X	Â	Â
HEALY JAMES C/O SOFINNOVA VENTURES 2800 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025	Â	Â X	Â	Â
POWELL MICHAEL C/O SOFINNOVA VENTURES 2800 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025	Â	Â X	Â	Â
Buatois Eric C/O SOFINNOVA VENTURES 2800 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025	Â	Â X	Â	Â
SOFINNOVA VENTURE PARTNERS VII L P C/O SOFINNOVA VENTURES 2800 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025	Â	Â X	Â	Â
Sofinnova Management VII, L.L.C. C/O SOFINNOVA VENTURES 2800 SAND HILL ROAD, SUITE 150	Â	Â X	Â	Â

MENLO PARK, CA 94025

## Signatures

/s/ Nathalie Auber, Attorney-in-Fact for Anand Mehra	10/25/2013
__Signature of Reporting Person	Date
/s/ Nathalie Auber, Attorney-in-Fact for James Healy	10/25/2013
__Signature of Reporting Person	Date
/s/ Nathalie Auber, Attorney-in-Fact for Eric Buatois	10/25/2013
__Signature of Reporting Person	Date
/s/ Nathalie Auber, Attorney-in-Fact for Michael Powell	10/25/2013
__Signature of Reporting Person	Date
/s/ Nathalie Auber, Attorney-in-Fact for Sofinnova Venture Partners VII, L.P.	10/25/2013
__Signature of Reporting Person	Date
/s/ Nathalie Auber, Attorney-in-Fact for Sofinnova Management VII, L.L.C.	10/25/2013
__Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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, will automatically convert into 932,553 shares of Common Stock (reflecting a one-for-five conversion) upon the closing of the Issuer's initial public offering for no additional consideration and have no expiration.
- 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
- (2) 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) The Series A-4 warrants to purchase shares of the Issuer's Series A-4 convertible preferred stock are 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 will automatically become exercisable for 150,000 shares of the Issuer's common stock at an exercise price of \$5.00 per share.
- (4) All outstanding shares of the Series B Convertible Preferred Stock, including the 6,818,182 shares held by the Reporting Persons, will automatically convert into 1,363,636 shares of Common Stock (reflecting a one-for-five conversion) upon the closing of the Issuer's initial public offering for no additional consideration and have no expiration.
- The Series B warrants to purchase shares of the Issuer's Series B convertible preferred stock are 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 will automatically become exercisable for 155,600 shares of the Issuer's common stock at an exercise price of \$0.05 per share.
- (5) This option is owned directly by Mr. Mehra.
- (7) The option is exercisable as follows: on or after the 12th day of each successive month beginning October 12, 2013, the option may be exercised to purchase up to an additional 1/36th of the number of option shares.
- (8) Reflects a one-for-five reverse stock split of the Issuer's common stock effected October 8, 2013.
- (9) The outstanding principal amount and all accrued and unpaid interest thereon will convert 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.

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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