

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 Kopczynski Casey C.</p> <p>(Last) (First) (Middle)</p> <p>C/O AERIE PHARMACEUTICALS, INC.,Â 135 U.S. HIGHWAY 206, SUITE 15</p> <p>(Street)</p> <p>BEDMINSTER,Â NJÂ 07921</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 type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Scientific Officer</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 checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	143,240	D	Â

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)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Series A-4 Preferred Stock	Â (1)	Â (1)	Common Stock	93,256 (1)	\$ 1.1	D	Â
Warrant (right to buy)	Â (2)	08/27/2020	Common Stock	15,000 (2)	\$ 1	D	Â
Stock Option (right to buy)	Â (3)	08/12/2015	Common Stock	4,596	\$ 0.005	D	Â
Stock Option (right to buy)	Â (3)	02/19/2028	Common Stock	3,250	\$ 0.395	D	Â
Stock Option (right to buy)	Â (3)	12/03/2019	Common Stock	117,000	\$ 0.405	D	Â
Stock Option (right to buy)	Â (4)	04/28/2021	Common Stock	60,650 (4)	\$ 0.196	D	Â
Stock Option (right to buy)	Â (5)	09/12/2023	Common Stock	25,000 (5)	\$ 3.15	D	Â

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	Â	Â	Â Chief Scientific Officer	Â

Signatures

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

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).

These shares of Series A-4 Preferred Stock were issued on February 23, 2011. Immediately prior to the issuer's initial public offering pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended, all of these shares of Series A-4 Preferred

(1) Stock will be 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 (which post-reverse stock split number has been rounded to the nearest whole share of Common Stock). These shares of Series A-4 Preferred Stock have no expiration date.

This warrant to purchase 15,000 shares of Series A-4 Preferred Stock was issued on August 27, 2010, and is immediately exercisable.

(2) Immediately prior to the issuer's initial public offering pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended, the warrant will automatically convert into a warrant to purchase 3,000 shares of Common Stock, which reflects a 1-for-5 reverse stock split of the issuer's Common Stock effected on October 8, 2013.

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- (3) This option is fully vested and exercisable.

This option was granted on April 28, 2011 and is currently vested and exercisable with respect to 37,907 shares underlying the option.

- (4) The remaining shares underlying this option will vest on the 25th day of each month such that option will be fully vested on March 25, 2015.
- (5) This option was granted on September 12, 2013 and is scheduled to vest with respect to 25% of the underlying shares on September 12, 2014, and thereafter in 36 equal installments on each monthly anniversary of the date of grant.

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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