

AERIE PHARMACEUTICALS INC

Form 4/A

January 30, 2015

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Clarus Lifesciences II, L.P.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 CLARUS VENTURES,
LLC, 101 MAIN STREET, SUITE
12103. Date of Earliest Transaction
(Month/Day/Year)
10/25/2013____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)

CAMBRIDGE, MA 02142

4. If Amendment, Date Original
Filed(Month/Day/Year)
10/28/20136. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/25/2013		P		321,000	A	\$ 10
					3,468,494 ⁽¹⁾	D ⁽²⁾	

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
required to respond unless the form
displays a currently valid OMB control
number.**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 Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount Nu Sh
Series B Preferred Warrant	\$ 0.05	10/25/2013		C	184,812	(3) 12/07/2019	Series B Preferred Stock (1) 18
Common Stock Warrant (1)	\$ 0.05	10/25/2013		C	184,812	(4) 12/07/2019	Common Stock 18

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clarus Lifesciences II, L.P. C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142		X		
Clarus Ventures II GP, L.P. C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142		X		
Clarus Ventures II, LLC C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142		X		
GALAKATOS NICHOLAS C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142		X		
HENNER DENNIS C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142	X	X		
LIPTAK ROBERT C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142		X		
Simon Nicholas		X		

C/O CLARUS VENTURES, LLC
101 MAIN STREET, SUITE 1210
CAMBRIDGE, MA 02142

STEINMETZ MICHAEL

C/O CLARUS VENTURES, LLC
101 MAIN STREET, SUITE 1210
CAMBRIDGE, MA 02142

X

WHEELER KURT

C/O CLARUS VENTURES, LLC
101 MAIN STREET, SUITE 1210
CAMBRIDGE, MA 02142

X

Signatures

/s/ Robert Liptak, Manager of Clarus Ventures II, LLC, general partner of Clarus Ventures II GP, L.P., general partner of Clarus Lifesciences II, L.P.

01/30/2015

__Signature of Reporting Person

Date

/s/Robert Liptak, Manager of Clarus Ventures II, LLC, general partner of Clarus Ventures II GP, L.P.

01/30/2015

__Signature of Reporting Person

Date

/s/ Robert Liptak, Manager of Clarus Ventures II, LLC

01/30/2015

__Signature of Reporting Person

Date

/s/ Robert Liptak, on behalf of Dennis Henner

01/30/2015

__Signature of Reporting Person

Date

/s/ Robert Liptak, on behalf of Nicholas Galakatos

01/30/2015

__Signature of Reporting Person

Date

/s/ Robert Liptak

01/30/2015

__Signature of Reporting Person

Date

/s/ Robert Liptak, on behalf of Nicholas Simon

01/30/2015

__Signature of Reporting Person

Date

/s/ Robert Liptak , on behalf of Michael Steinmetz

01/30/2015

__Signature of Reporting Person

Date

/s/ Robert Liptak on behalf of Kurt Wheeler

01/30/2015

__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).

This amendment is being filed to correct erroneous lines in the October 28, 2013 Form 4. It reflects: (i) the correction of the transaction in Table II, which was erroneously labeled as a conversion of Series B Preferred Warrants to Common Stock, rather than correctly disclosed

- (1) as the conversion of Series B Preferred Warrants to Common Stock Warrants; (ii) the deletion of the third line of Table I to reflect that the aforementioned Series B Preferred Warrants were not converted into Common Stock; and (iii) the correct amount of securities beneficially owned following the reported transactions, in line 4 of Table I, after this amendment.

Securities held of record by Clarus Lifesciences II, L.P. ("Clarus"). Clarus Ventures II GP, L.P. (the "GPLP"), as the sole general partner of Clarus, may be deemed to beneficially own certain of the shares held of record by Clarus. The GPLP disclaims beneficial ownership of all shares held of record by Clarus in which the GPLP does not have an actual pecuniary interest. Clarus Ventures II, LLC (the "GPLLC"), as the sole general partner of the GPLP, may be deemed to beneficially own certain of the shares held of record by Clarus.

- (2) Each of Messrs. Galakatos, Henner, Liptak, Simon, Steinmetz and Wheeler, as individual Managing Directors of the GPLLC, may be deemed to beneficially own certain of the shares held of record by Clarus. Each of the GPLLC and Messrs. Galakatos, Henner, Liptak, Simon, Steinmetz and Wheeler disclaims beneficial ownership of all shares held of record by Clarus in which it or he, as applicable, does not have an actual pecuniary interest.

- (3) The warrants were immediately exercisable.

- (4) The warrants were 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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