Edgar Filing: AERIE PHARMACEUTICALS INC - Form 4

AERIE PHARMACEUTICALS INC Form 4 October 07, 2016 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Foresite Capital Management II, Issuer Symbol LLC **AERIE PHARMACEUTICALS INC** (Check all applicable) [AERI] (Last) (First) (Middle) 3. Date of Earliest Transaction Director X__ 10% Owner Other (specify Officer (give title (Month/Day/Year) below) below) 600 MONTGOMERY 10/06/2016 STREET, SUITE 4500 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting SAN FRANCISCO, CA 94111 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) 1.Title of 2. Transaction Date 2A. Deemed 3. 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) or Indirect Following (Instr. 4) Reported (I)(A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Amount (D) Price Code V See Common 10/06/2016 S 24,813 D Ι Footnote 1,647,901 Stock 40.3399 (1) See Common S 10/06/2016 25.187 D 1.672.697 Ι Footnote 40 3399 Stock (2)

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

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number.

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)	4. Transactic Code (Instr. 8)	5. 6. Date Exercisable onNumber Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	7. Titl Amou Under Securi (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Foresite Capital Management II, LLC 600 MONTGOMERY STREET SUITE 4500 SAN FRANCISCO, CA 94111		X				
Foresite Capital Fund II, L.P. 600 MONTGOMERY STREET SUITE 4500 SAN FRANCISCO, CA 94111		Х				
Foresite Capital Management III, LLC 600 MONTGOMERY STREET SUITE 4500 SAN FRANCISCO, CA 94111		X				
Foresite Capital Fund III, L.P. 600 MONTGOMEREY STREEET SUITE 4500 SAN FRANCISCO, CA 94111		X				
Tananbaum James B. 3052 PACIFIC AVENUE SAN FRANCISCO, CA 94115		X				

Signatures

FORESITE CAPITAL MANAGEMENT II, LLC, By: /s/ Dennis D. Ryan, Chief Financial Officer	10/07/2016			
**Signature of Reporting Person	Date			
FORESITE CAPITAL FUND II, L.P., By: Foresite Capital Management II, LLC, Its: General Partner, By: /s/ Dennis D. Ryan, Chief Financial Officer	10/07/2016			
**Signature of Reporting Person	Date			
FORESITE CAPITAL MANAGEMENT III, LLC, By: /s/ Dennis D. Ryan, Chief Financial Officer	10/07/2016			
**Signature of Reporting Person	Date			
FORESITE CAPITAL FUND III, L.P., By: Foresite Capital Management III, LLC, Its: General Partner, By: /s/ Dennis D. Ryan, Chief Financial Officer				
**Signature of Reporting Person	Date			
/s/ James B. Tananbaum	10/07/2016			
<u>**</u> 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).

The shares are owned directly by Foresite Capital Fund II, L.P. ("FCF II"). Foresite Capital Management II, LLC ("FCM II"), the general partner of FCF II, may be deemed to have sole voting and dispositive power over these shares. James B. Tananbaum ("Mr. Tananbaum"), in his capacity as managing member of FCM II, may be deemed to have sole voting and dispositive power over these shares. Each

(1) If this capacity as managing member of PCM II, may be deemed to have sole voting and dispositive power over these shares. Each Reporting Person disclaims the existence of a "group." Each of FCM II and its members and Mr. Tananbaum disclaims beneficial ownership of any of these shares except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that FCM II and its members or Mr. Tananbaum is the beneficial owner of these shares for purposes of Section 16 or any other purpose.

The shares are owned directly by Foresite Capital Fund III, L.P. ("FCF III"). Foresite Capital Management III, LLC ("FCM III"), the general partner of FCF III, may be deemed to have sole voting and dispositive power over these shares. James B. Tananbaum ("Mr. Tananbaum"), in his capacity as managing member of FCM III, may be deemed to have sole voting and dispositive power over these sole voting and dispositive power over these shares.

(2) shares. Each Reporting Person disclaims the existence of a "group." Each of FCM III and its members and Mr. Tananbaum disclaims beneficial ownership of any of these shares except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that FCM III and its members or Mr. Tananbaum is the beneficial owner of these shares for purposes of Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.