

AERIE PHARMACEUTICALS INC
Form SC 13G/A
February 13, 2019

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 3)*

Aerie Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

H0771V108

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Page 1 of 14

Exhibit Index on Page 12

CUSIP # 00771V108 Page 2 of 14

1 NAME OF REPORTING PERSONS Foresite Capital Fund II, L.P. ("FCF II")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

SOLE VOTING POWER

1,672,714 shares, except that Foresite Capital Management II, LLC ("FCM II"), the general partner of FCF II, may be deemed to have sole power to vote these shares, and James Tananbaum ("Tananbaum"), the managing member of FCM II, may be deemed to have sole power to vote these shares.

NUMBER OF SHARED VOTING POWER
 SHARES ⁶ See response to row 5.
 BENEFICIALLY SOLE DISPOSITIVE POWER
 OWNED BY

EACH 71,672,714 shares, except that FCM II, the general partner of FCF II, may be deemed to have sole power to dispose of these shares, and Tananbaum, the managing member of FCM II, may be deemed to have sole power to dispose of these shares.

REPORTING PERSON WITH ⁸ SHARED DISPOSITIVE POWER
 See response to row 7.

⁹ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,672,714

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) ..

¹⁰ EXCLUDES CERTAIN SHARES

¹¹ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 3.7%

¹² TYPE OF REPORTING PERSON PN

CUSIP # 00771V108 Page 3 of 14

1 NAME OF REPORTING PERSONS Foresite Capital Management II, LLC ("FCM II")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER	1,672,714 shares, all of which are directly owned by Foresite Capital Fund II, L.P. ("FCF 5 II"). FCM II, the general partner of FCF II, may be deemed to have sole power to vote these shares, and James Tananbaum ("Tananbaum"), the managing member of FCM II, may be deemed to have sole power to vote these shares.
	6 SHARED VOTING POWER	See response to row 5.
	7 SOLE DISPOSITIVE POWER	1,672,714 shares, all of which are directly owned by FCF II. FCM II, the general partner of FCF II, may be deemed to have sole power to dispose of these shares, and Tananbaum, the managing member of FCM II, may be deemed to have sole power to dispose of these shares.
	8 SHARED DISPOSITIVE POWER	See response to row 7.

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,672,714
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	..
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	3.7%
12	TYPE OF REPORTING PERSON	OO

CUSIP # 00771V108 Page 4 of 14

1 NAME OF REPORTING PERSONS Foresite Capital Fund III, L.P. ("FCF III")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 1,950,477 shares, except that Foresite Capital Management III, LLC ("FCM III"), the general partner of FCF III, may be deemed to have sole power to vote these shares, and James Tananbaum ("Tananbaum"), the managing member of FCM III, may be deemed to have sole power to vote these shares.
	6 SHARED VOTING POWER See response to row 5.
	7 SOLE DISPOSITIVE POWER 1,950,477 shares, except that FCM III, the general partner of FCF III, may be deemed to have sole power to dispose of these shares, and Tananbaum, the managing member of FCM III, may be deemed to have sole power to dispose of these shares.
	8 SHARED DISPOSITIVE POWER See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,950,477
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	..
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	4.3%
12 TYPE OF REPORTING PERSON	PN

CUSIP # 00771V108 Page 5 of 14

1 NAME OF REPORTING PERSONS Foresite Capital Management III, LLC ("FCM III")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

1,950,477 shares, all of which are directly owned by Foresite Capital Fund III, L.P. ("FCF 5 III"). FCM III, the general partner of FCF III, may be deemed to have sole power to vote these shares, and James Tananbaum ("Tananbaum"), the managing member of FCM III, may be deemed to have sole power to vote these shares.

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

6 SHARED VOTING POWER

See response to row 5.

7 SOLE DISPOSITIVE POWER

1,950,477 shares, all of which are directly owned by FCF III. FCM III, the general partner of FCF III, may be deemed to have sole power to dispose of these shares, and Tananbaum, the managing member of FCM III, may be deemed to have sole power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,950,477

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.3%

12 TYPE OF REPORTING PERSON OO

CUSIP # 00771V108 Page 6 of 14

1 NAME OF REPORTING PERSONS Foresite Capital Fund IV, L.P. ("FCF IV")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER 261,823 shares, except that Foresite Capital Management IV, LLC ("FCM IV"), the general partner 5 of FCF IV, may be deemed to have sole power to vote these shares, and James Tananbaum ("Tananbaum"), the managing member of FCM IV, may be deemed to have sole power to vote these shares.
	6 SHARED VOTING POWER See response to row 5.
	7 SOLE DISPOSITIVE POWER 261,823 shares, except that FCM IV, the general partner of FCF IV, may be deemed to have sole power to dispose of these shares, and Tananbaum, the managing member of FCM IV, may be deemed to have sole power to dispose of these shares.
	8 SHARED DISPOSITIVE POWER See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	261,823
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	..
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	0.6%
12 TYPE OF REPORTING PERSON	PN

CUSIP # 00771V108 Page 7 of 14

1 NAME OF REPORTING PERSONS Foresite Capital Management IV, LLC ("FCM IV")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
 (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER 261,823 shares, all of which are directly owned by Foresite Capital Fund IV, L.P. ("FCF 5 IV"). FCM IV, the general partner of FCF IV, may be deemed to have sole power to vote these shares, and James Tananbaum ("Tananbaum"), the managing member of FCM IV, may be deemed to have sole power to vote these shares.
	SHARED VOTING POWER 6 See response to row 5.
	SOLE DISPOSITIVE POWER 7 261,823 shares, all of which are directly owned by FCF IV. FCM IV, the general partner of FCF IV, may be deemed to have sole power to dispose of these shares, and Tananbaum, the managing member of FCM IV, may be deemed to have sole power to dispose of these shares.
	SHARED DISPOSITIVE POWER 8 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 261,823

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.6%

12 TYPE OF REPORTING PERSON OO

CUSIP # 00771V108 Page 8 of 14

1 NAME OF REPORTING PERSONS James Tananbaum ("Tananbaum")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

3,885,014 shares, of which 1,672,714 shares are directly owned by Foresite Capital Fund II, L.P. ("FCF II"), 1,950,477 shares are directly owned by Foresite Capital Fund III, L.P. ("FCF III"), and 261,823 shares are directly owned by Foresite Capital Fund IV, L.P. ("FCF IV"). Tananbaum is the managing member of each of Foresite Capital Management II, LLC ("FCM II"), which is the general partner of FCF II, Foresite Capital Management III, LLC ("FCM III"), which is the general partner of FCF III, and Foresite Capital Management IV, LLC ("FCM IV"), which is the general partner of FCF IV. Tananbaum may be deemed to have sole power to vote these shares.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

5 SHARED VOTING POWER

6 See response to row 5.

SOLE DISPOSITIVE POWER

3,885,014 shares, of which 1,672,714 shares are directly owned by FCF II, 1,950,477 shares are directly owned by FCF III, and 261,823 shares are directly owned by FCF IV. Tananbaum is the managing member of each FCM II, which is the general partner of FCF II, FCM III, which is the general partner of FCF III, and FCM IV, which is the general partner of FCF IV. Tananbaum may be deemed to have sole power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,885,014

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 8.6%

12 TYPE OF REPORTING PERSON IN

CUSIP # 00771V108 Page 9 of 14

ITEM 1(A).

NAME OF ISSUER

Aerie Pharmaceuticals, Inc. (the "Issuer")

ITEM 1(B).

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

Durham, North Carolina 27703

4301 Emperor Boulevard, Suite 400

NAME OF PERSONS FILING

This Schedule is filed by Foresite Capital Fund II, L.P., a Delaware limited partnership, Foresite Capital Management II, LLC, a Delaware limited liability company, Foresite Capital Fund III, L.P., a Delaware limited partnership, Foresite Capital Management III, LLC, a Delaware limited liability company, Foresite Capital Fund IV, L.P., a Delaware limited partnership, Foresite Capital Management IV, LLC, a Delaware limited liability company and James Tananbaum. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

ITEM 2(B).

ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

c/o Foresite Capital Management

600 Montgomery Street, Suite 4500
San Francisco, CA 94111

ITEM 2(C).

CITIZENSHIP

See Row 4 of cover page for each Reporting Person.

ITEM 2(D).

TITLE OF CLASS OF SECURITIES

Common Stock

	<u>CUSIP NUMBER</u>
ITEM 2(D)	00771V108

If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:
ITEM 3.
Not applicable.

ITEM 4.	<u>OWNERSHIP</u>
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The following information with respect to the ownership of the common stock of the Issuer by the persons filing this Statement is provided as of December 31, 2018:

- (a) Amount beneficially owned:
See Row 9 of cover page for each Reporting Person.

- (b) Percent of Class:
See Row 11 of cover page for each Reporting Person.

CUSIP # 00771V108 Page 10 of 14

(c) Number of shares as to which such person has:

Sole power to vote or to direct the vote:

(i)

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

Shared power to dispose or to direct the disposition of:

(iv)

See Row 8 of cover page for each Reporting Person.

OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

ITEM 5.

Not applicable.

OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

ITEM 6. Under certain circumstances set forth in the limited partnership agreements of FCF II, FCF III and FCF IV and the limited liability company agreements of FCM II, FCM III and FCM IV the partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from the sale of, shares of the Issuer directly or indirectly owned by each such entity of which they are a partner or member.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

ITEM 8.

Not applicable

NOTICE OF DISSOLUTION OF GROUP.

ITEM 9.

Not applicable

CERTIFICATION.

ITEM
10.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

CUSIP # 00771V108 Page 11 of 14

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2019

FORESITE CAPITAL FUND II, L.P.

By: FORESITE CAPITAL MANAGEMENT II, LLC
Its: General Partner

By: /s/ James Tananbaum
Name: James Tananbaum
Title: Managing Member

FORESITE CAPITAL MANAGEMENT II, LLC

By: /s/ James Tananbaum
Name: James Tananbaum
Title: Managing Member

FORESITE CAPITAL FUND III, L.P.

By: FORESITE CAPITAL MANAGEMENT III, LLC
Its: General Partner

By: /s/ James Tananbaum
Name: James Tananbaum
Title: Managing Member

FORESITE CAPITAL MANAGEMENT III, LLC

By: /s/ James Tananbaum
Name: James Tananbaum
Title: Managing Member

FORESITE CAPITAL FUND IV, L.P.

By: FORESITE CAPITAL MANAGEMENT IV, LLC
Its: General Partner

By: /s/ James Tananbaum
Name: James Tananbaum
Title: Managing Member

FORESITE CAPITAL MANAGEMENT IV, LLC

By: /s/ James Tananbaum
Name: James Tananbaum
Title: Managing Member

JAMES TANANBAUM

By: /s/ James Tananbaum
Name: James Tananbaum

CUSIP # 00771V108 Page 12 of 14

EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	13

CUSIP # 00771V108 Page 13 of 14

exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the common stock of the Issuer shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 13, 2019

FORESITE CAPITAL FUND II, L.P.

By: FORESITE CAPITAL MANAGEMENT II, LLC
Its: General Partner

By: /s/ James Tananbaum
Name: James Tananbaum
Title: Managing Member

FORESITE CAPITAL MANAGEMENT II, LLC

By: /s/ James Tananbaum
Name: James Tananbaum
Title: Managing Member

FORESITE CAPITAL FUND III, L.P.

By: FORESITE CAPITAL MANAGEMENT III, LLC
Its: General Partner

By: /s/ James Tananbaum
Name: James Tananbaum
Title: Managing Member

FORESITE CAPITAL MANAGEMENT III, LLC

By: /s/ James Tananbaum
Name: James Tananbaum
Title: Managing Member

FORESITE CAPITAL FUND IV, L.P.

By: FORESITE CAPITAL MANAGEMENT IV, LLC
Its: General Partner

By: /s/ James Tananbaum
Name: James Tananbaum
Title: Managing Member

CUSIP # 00771V108 Page 14 of 14

FORESITE CAPITAL
MANAGEMENT IV, LLC

By: /s/ James Tananbaum
Name: James Tananbaum
Title: Managing Member

JAMES TANANBAUM

By: /s/ James Tananbaum
Name: James Tananbaum