

AERIE PHARMACEUTICALS INC
 Form 4
 November 01, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to 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 *
 Kopczynski Casey C.

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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/30/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Scientific Officer

C/O AERIE
 PHARMACEUTICALS, INC., 135
 U.S. HIGHWAY 206, SUITE 15

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

BEDMINSTER, NJ 07921

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Amount (D) Price | | |
| Common Stock | 10/30/2013 | | C ⁽¹⁾ | 18,651 A | 161,891 | D | |

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

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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 of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Warrant (right to buy) | \$ 5 ⁽²⁾ | 10/30/2013 | | C ⁽²⁾ | 3,000 | ⁽²⁾ 08/27/2020 | Common Stock | 3,000 |
| Series A-4 Preferred Stock | ⁽¹⁾ | 10/30/2013 | | C ⁽¹⁾ | 18,651 | ⁽¹⁾ ⁽¹⁾ | Common Stock | 18,651 |

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 | | | Chief Scientific Officer | |

Signatures

/s/ Richard J. Rubino, Attorney-in-Fact for Casey C. Kopczynski
 11/01/2013
 **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).
- (1) Upon the closing of the issuer's initial public offering pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended, 93,256 shares of Series A-4 Preferred Stock were 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. Prior to the conversion, the shares of Series A-4 Preferred Stock had no expiration date.
- (2) Upon the closing of the issuer's initial public offering pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended, a warrant to purchase 15,000 shares of Series A-4 Preferred Stock with an exercise price of \$1.00 per share was automatically converted into this warrant to purchase 3,000 shares of Common Stock with an exercise price of \$5.00 per share, which reflects a 1-for-5 reverse stock split of the issuer's Common Stock effected on October 8, 2013. This warrant is 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. 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.