

AERIE PHARMACEUTICALS INC

Form 8-K

August 22, 2018

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 22, 2018**

**Aerie Pharmaceuticals, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-36152**  
**(Commission**  
  
**File Number)**  
**4301 Emperor Boulevard, Suite 400**  
  
**Durham, North Carolina 27703**

**20-3109565**  
**(I.R.S. Employer**  
  
**Identification Number)**

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (919) 237-5300

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01. Other Events.**

Aerie Pharmaceuticals, Inc. (the Company ) is filing this Current Report on Form 8-K to provide a copy of the legal opinion of Fried, Frank, Harris, Shriver & Jacobson LLP relating to up to 329,124 shares of the Company s common stock, par value \$0.001 per share, that may be offered and sold from time to time pursuant the Company s registration statement on Form S-3 (File No. 333-213643) and the related prospectus supplement, dated August 22, 2018, by the stockholders named in the prospectus supplement. The opinion filed herewith as Exhibit 5.1 is incorporated by reference into the above referenced registration statement on Form S-3.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

**Exhibit**

<b>No.</b>	<b>Description</b>
5.1	Opinion of Fried, Frank, Harris, Shriver & Jacobson LLP
23.1	Consent of Fried, Frank, Harris, Shriver & Jacobson LLP (included in Exhibit 5.1)

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
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23.1	<u>Consent of Fried, Frank, Harris, Shriver &amp; Jacobson LLP (included in Exhibit 5.1)</u>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**AERIE PHARMACEUTICALS, INC.**

Date: August 22, 2018

By: /s/ Richard J. Rubino  
Richard J. Rubino  
Chief Financial Officer