

AERIE PHARMACEUTICALS INC
 Form 4
 April 16, 2015

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 *
 Mehra Anand

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)
 04/14/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O SOFINNOVA
 VENTURES, 3000 SAND HILL
 ROAD, 4-250

(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

MENLO PARK, CA 94025

(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 Indirect Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/14/2015		X		150,000	A	\$ 5 ⁽¹⁾	916,657	I	See footnote <u>(2)</u>
Common Stock	04/14/2015		J ⁽³⁾		22,066	D	\$ 5 ⁽³⁾	894,591	I	See footnote <u>(2)</u>
Common Stock	04/14/2015		S		130,702	D	\$ 34.0766	763,889	I	See footnote <u>(2)</u>

Common Stock	04/15/2015		S	294,298	D	\$ 33.4487	469,591	I	See footnote (2)
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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)

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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Common Stock Warrant (right to buy)	\$ 5	04/14/2015		X	150,000	(4) (4)		Common Stock 150,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mehra Anand C/O SOFINNOVA VENTURES 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025		X		

Signatures

/s/ Nathalie Auber, Attorney-in-Fact for Anand Mehra 04/16/2015

**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).

(1) Sofinnova Venture Partners VII, L.P. ("SV VII") net exercised the warrant by its terms, which allowed SV VII to pay the exercise price of the warrant by forfeiting a portion of the exercised warrant shares with a value equal to the aggregate exercise price.

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- The securities are owned directly by SV VII. Sofinnova Management VII, L.L.C. ("SV VII LLC"), the general partner of SV VII, James Healy, Michael Powell and Eric Buatois, the managing members of SV VII LLC, and Anand Mehra, a director of the issuer, may be deemed to have shared voting power and dispositive power over the shares owned by SV VII. Such persons and entities disclaim beneficial ownership over the shares held by SV II except to the extent of any pecuniary interest therein.
- (2)
 - (3) Represents shares withheld by the Issuer in connection with the net exercise of the common stock warrant pursuant to its terms.
Prior to the Issuer's initial public offering, SV VII held Series A-4 warrants to purchase shares of the Issuer's Series A-4 convertible preferred stock. Such warrants were exercisable at a price of \$1.00 per share at any time during their ten year term (expiration is August 2020), subject to adjustment. Upon completion of the Issuer's initial public offering, the Series A-4 warrants automatically became exercisable for 150,000 shares of the Issuer's common stock at an exercise price of \$5.00 per share.
 - (4)

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.