

AERIE PHARMACEUTICALS INC
 Form 4
 July 26, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Foresite Capital Management II, LLC

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)
 600 MONTGOMERY STREET, SUITE 4500
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/22/2016

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

SAN FRANCISCO, CA 94111

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

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | | | | | 1,672,714 | I | See Footnote (1) |
| Common Stock | 07/22/2016 | | P | | 250,000 | A | \$ 17.5 |
| | | | | | 1,697,884 | I | See Footnote (2) |

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

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SEC 1474 (9-02)

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) | 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | 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 | | X | | |
| Foresite Capital Management III, LLC 600 MONTGOMERY STREET SUITE 4500 SAN FRANCISCO, CA 94111 | | X | | |
| Foresite Capital Fund III, L.P. 600 MONTGOMERY STREET 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 | 07/26/2016 |
| __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 | 07/26/2016 |
| __Signature of Reporting Person | Date |
| FORESITE CAPITAL MANAGEMENT III, LLC, By: /s/ Dennis D. Ryan, Chief Financial Officer | 07/26/2016 |
| __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 | 07/26/2016 |
| __Signature of Reporting Person | Date |
| /s/ James B. Tananbaum | 07/26/2016 |
| __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) 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 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.

(2) 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 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.

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