

AERIE PHARMACEUTICALS INC

Form 3/A

October 07, 2016

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
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burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *Â Foresite Capital Management
II, LLC

(Last) (First) (Middle)

600 MONTGOMERY
STREET,Â SUITE 4500

(Street)

SAN
FRANCISCO,Â CAÂ 94111

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
07/22/20163. Issuer Name **and** Ticker or Trading Symbol

AERIE PHARMACEUTICALS INC [AERI]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)

07/26/2016

6. Individual or Joint/Group
Filing(Check Applicable Line)____ Form filed by One Reporting
Person_X_ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

1,672,714

I

See Footnote ⁽¹⁾

Common Stock

1,697,884 ⁽²⁾

I

See Footnote ⁽³⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date Exercisable	Expiration Date	Title (Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

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: Dennis D. Ryan, Chief Financial Officer	10/07/2016
_____ **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	10/07/2016
_____ **Signature of Reporting Person	Date
FORESITE CAPITAL MANAGEMENT III, LLC, By: /s/ Dennis D. Ryan, Chief Financial Officer	10/07/2016
_____ **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	10/07/2016
_____ **Signature of Reporting Person	Date

/s/ James B. Tananbaum

10/07/2016

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 reported in this Form 3 Amendment include 500,000 shares purchased by Foresite Capital Fund II, L.P. and 250,000 shares purchased by Foresite Capital Fund III, L.P. on July 22, 2016. All 750,000 shares were purchased in a single block purchase directly from the Issuer pursuant to an at-the-market sales agreement.
- (3) 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.

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Remarks:

ThisÂ FormÂ 3Â AmendmentÂ amendsÂ andÂ restatesÂ inÂ itsÂ entiretyÂ theÂ FormÂ 3Â filedÂ onÂ JulyÂ 26,Â 2016,Â

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.