

AQUINOX PHARMACEUTICALS, INC
 Form 4/A
 February 03, 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 *
 JOHNSON & JOHNSON

2. Issuer Name and Ticker or Trading Symbol
 AQUINOX PHARMACEUTICALS, INC [AQXP]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 ONE JOHNSON & JOHNSON
 PLAZA
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/12/2014

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

NEW BRUNSWICK, NJ 08933

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/12/2014

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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	03/12/2014		C		1,392,094	A	②	1,392,094	I	Johnson & Johnson Development Corporation (1)
Common Stock	03/12/2014		P		272,727	A	\$ 11	1,664,821	I	Johnson & Johnson Development Corporation (1)

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

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(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
Series A-1 Preferred Stock	(2)	03/12/2014		C	255,681	(2) (2)	Common Stock	255,681
Series A-2 Preferred Stock	(2)	03/12/2014		C	170,454	(2) (2)	Common Stock	170,454
Series B-1 Preferred Stock	(2)	03/12/2014		C	293,884	(2) (2)	Common Stock	293,884
Series B-2 Preferred Stock	(2)	03/12/2014		C	292,532	(2) (2)	Common Stock	292,532
Series C Preferred Stock	(2)	03/12/2014		C	379,543	(2) (2)	Common Stock	379,543

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

JOHNSON & JOHNSON
ONE JOHNSON & JOHNSON PLAZA
NEW BRUNSWICK, NJ 08933

X

JOHNSON & JOHNSON DEVELOPMENT CORP ET AL
ONE JOHNSON & JOHNSON PLAZA
NEW BRUNSWICK, NJ 08933

X

Signatures

Douglas Chia, Secretary of Johnson & Johnson

02/02/2015

**Signature of Reporting Person

Date

Steven M. Rosenberg, Secretary of Johnson & Johnson Development Corporation

02/02/2015

**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) The securities reported as being indirectly beneficially owned by the designated Reporting Person are directly beneficially owned by Johnson & Johnson Development Corporation, a wholly-owned subsidiary of the designated Reporting Person.

(2) Upon the closing of the Issuer's initial public offering each outstanding share of Preferred Stock automatically converted into Common Stock, on a 1-to-1 basis, for no additional consideration. There was no expiration applicable to the Preferred Stock.

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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