

AERIE PHARMACEUTICALS INC

Form 8-A12B

October 25, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR 12(g) OF

THE SECURITIES EXCHANGE ACT OF 1934

AERIE PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State of incorporation or organization)

20-3109565

(I.R.S. employer identification number)

135 US Highway 206, Suite 15

Bedminster, New Jersey

(Address of principal executive offices)

07921

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|--|--|
| Common Stock, par value \$0.001 per share | The NASDAQ Stock Market LLC |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. ☒

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. ☐

Securities Act registration statement file number to which this form relates: 333-191219

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of the Registrant's Securities to Be Registered.

This registration statement relates to the common stock, \$0.001 par value per share, of Aerie Pharmaceuticals, Inc. (the Registrant). Reference is made to the information set forth under the caption Description of Capital Stock in the Prospectus constituting a part of the Registration Statement on Form S-1, as amended (Registration No. 333-191219), filed by the Registrant with the Securities and Exchange Commission, which information is incorporated herein by reference. Any prospectus subsequently filed by the Registrant pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated herein by reference.

Item 2. Exhibits.

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed, because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: October 25, 2013

AERIE PHARMACEUTICALS, INC.

By: /s/ Richard J. Rubino

Name: Richard J. Rubino

Title: Chief Financial Officer