

AERIE PHARMACEUTICALS INC
 Form 4
 November 01, 2013

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 *
 ACP IV, L.P.

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)
 10/30/2013

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

ONE EMBARCADERO CENTER,
 SUITE 3700

(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
 X Form filed by More than One Reporting Person

SAN FRANCISCO, CA 94111

(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	10/30/2013		C		200,000	A	<u>(1)</u> 200,000
Common Stock	10/30/2013		C		1,000,000	A	<u>(1)</u> 1,200,000
Common Stock	10/30/2013		C		2,097,947	A	<u>(1)</u> 3,297,947
Common Stock	10/30/2013		C		508,152	A	<u>(3)</u> 3,806,099
Common Stock	10/30/2013		P		110,000	A	\$ 10 3,916,099

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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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	
Series A-1 Preferred Stock	(1)	10/30/2013		C		1,000,000	(1)	(1)	Common Stock
Series A-2 Preferred Stock	(1)	10/30/2013		C		5,000,000	(1)	(1)	Common Stock
Series A-3 Preferred Stock	(1)	10/30/2013		C		10,489,738	(1)	(1)	Common Stock
Series A-3 Preferred Stock Warrants	\$ 1	10/30/2013		C		750,000	(4)	(4)	Common Stock
Common Stock Warrant (Right to Buy)	\$ 5 (5)	10/30/2013		C		150,000	(4)	(4)	Common Stock
Series B Preferred Stock Warrants	\$ 0.01	10/30/2013		C		1,117,418	(6)	(6)	Common Stock
Common Stock Warrant (Right to Buy)	\$ 0.05 (7)	10/30/2013		C		223,483	(6)	(6)	Common Stock
Convertible Promissory Note	(3)	10/30/2013		C		5,081,521	(3)	(3)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ACP IV, L.P. ONE EMBARCADERO CENTER, SUITE 3700 SAN FRANCISCO, CA 94111		X		
ACMP IV LLC ONE EMBARCADERO CENTER, SUITE 3700 SAN FRANCISCO, CA 94111		X		
JANNEY DANIEL ONE EMBARCADERO CENTER, SUITE 3700 SAN FRANCISCO, CA 94111		X		
NOHRA GUY P ONE EMBARCADERO CENTER, SUITE 3700 SAN FRANCISCO, CA 94111		X		

Signatures

Daniel Janney 11/01/2013

**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) Each share of Series A-1 Preferred Stock, Series A-2 Preferred Stock Series A-3 Preferred Stock, Series A-3 Preferred Stock Warrants and Series B Preferred Stock Warrants automatically converted into shares of Common Stock on a one-for-five basis upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

(2) These securities are held by ACP IV, L.P ("ACP IV"). Daniel S. Janney and Guy P. Nohra are directors of ACMP IV, LLC, the general partner of ACP IV and disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.

(3) The Convertible Notes automatically converted into Common Stock on a 10 for 1 basis upon the closing of the Issuer's initial public offering without payment of further consideration and had no expiration date.

(4) Warrants will expire as follows: (i) warrant representing 375,000 shares on 3/17/2019; and (ii) warrant representing 375,000 shares on 11/2/2019.

(5) The Series A-3 Preferred Stock warrants to purchase shares of the Issuer's Series A-3 Preferred Stock were exercisable at a price of \$1.00 per share at any time during their term. Upon completion of the Issuer's initial public offering, the Series A-3 warrants automatically became exercisable for 150,000 shares of the Issuer's Common Stock at an exercise price of \$5.00 per share.

(6) Warrants will expire as follows: (i) warrant representing 186,236 shares on 12/7/2019; (ii) warrant representing 186,236 shares on 3/28/2020; (iii) warrant representing 279,355 shares on 5/23/2020; (iv) warrant representing 279,355 shares on 8/9/2020; and (v) warrant representing 186,236 shares on 9/30/2020.

(7) The Series B Preferred Stock warrants to purchase shares of the Issuer's Series B Preferred Stock were exercisable at a price of \$0.01 per share at any time during their term. Upon completion of the Issuer's initial public offering, the Series B Preferred Stock warrants automatically became exercisable for 223,483 shares of the Issuer's Common Stock at an exercise price of \$0.05 per share.

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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