

MITRO THOMAS A

Form 4

August 29, 2018

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MITRO THOMAS A

(Last) (First) (Middle)

C/O AERIE
PHARMACEUTICALS, INC., 4301
EMPEROR BLVD., SUITE 400

(Street)

DURHAM, NC 27703

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

AERIE PHARMACEUTICALS INC
[AERI]

3. Date of Earliest Transaction
(Month/Day/Year)
08/27/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Common Stock	08/27/2018		M	182,668	A \$ 3.15	234,147	D
Common Stock	08/27/2018		M	7,332	A \$ 3.15	241,479	D
Common Stock	08/27/2018		S	189,549	D \$ (1) (2) 60.2667	51,930	D
Common Stock	08/27/2018		S	451	D \$ 61.0051	51,479	D

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(2) (3)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Option (Right to Buy)	\$ 3.15	08/27/2018		M	182,668	08/05/2017 08/26/2023	Common Stock 182,668
Option (Right to Buy)	\$ 3.15	08/27/2018		M	7,332	08/05/2017 09/12/2023	Common Stock 7,332

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MITRO THOMAS A C/O AERIE PHARMACEUTICALS, INC. 4301 EMPEROR BLVD., SUITE 400 DURHAM, NC 27703	President and COO

Signatures

/s/ Richard J. Rubino, Attorney-in-Fact for Thomas A.
Mitro 08/29/2018

**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 price reported in Column 4 is a weighted average price. These shares were sold pursuant to the reporting person's Rule 10b5-1 plan in multiple transactions at prices ranging from \$60.00 to \$60.95, inclusive.

(2)

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The reporting person undertakes to provide the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 1 and 3 to this Form 4.

- (3) The price reported in Column 4 is a weighted average price. These shares were sold pursuant to the reporting person's Rule 10b5-1 plan in multiple transactions at prices ranging from \$61.00 to \$61.05, inclusive.

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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