

AERIE PHARMACEUTICALS INC

Form 4

November 26, 2014

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TPG Group Holdings (SBS)
Advisors, Inc.

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)
C/O TPG GLOBAL, LLC, 301
COMMERCE STREET, SUITE
3300

3. Date of Earliest Transaction
(Month/Day/Year)
11/25/2014

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
Former 10% Owner (2)(3)(4)

(Street)
FORT WORTH, TX 76102

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

(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	11/25/2014		S(1)		1,300,000	D	\$ 25.97
					2,087,466	I	

See
Explanation
of
Responses
(2) (3) (4)

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

**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**

SEC 1474
(9-02)

number.

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TPG Group Holdings (SBS) Advisors, Inc.
C/O TPG GLOBAL, LLC
301 COMMERCE STREET, SUITE 3300
FORT WORTH, TX 76102

Former 10% Owner (2)(3)(4)

BONDERMAN DAVID
C/O TPG GLOBAL, LLC
301 COMMERCE STREET, SUITE 3300
FORT WORTH, TX 76102

Former 10% Owner (2)(3)(4)

COULTER JAMES G
C/O TPG GLOBAL, LLC
301 COMMERCE STREET, SUITE 3300
FORT WORTH, TX 76102

Former 10% Owner (2)(3)(4)

Signatures

/s/ Ronald Cami, Vice President, TPG Group Holdings (SBS) Advisors,
Inc. (5)

11/26/2014

**Signature of Reporting Person

Date

/s/ Ronald Cami, on behalf of David Bonderman (5) (6)

11/26/2014

**Signature of Reporting Person

Date

/s/ Ronald Cami, on behalf of James G. Coulter (5) (6)

11/26/2014

**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) On November 25, 2014, TPG Biotechnology Partners, L.P. ("TPG Biotechnology") and TPG Biotech Reinvest AIV, L.P. ("TPG Biotech Reinvest" and, together with TPG Biotechnology, the "TPG Funds") sold an aggregate of 1,300,000 shares of Common Stock ("Common Stock") of Aerie Pharmaceuticals, Inc. (the "Issuer"), pursuant to the registration statement on Form S-3 filed by the Issuer on November 3, 2014.
- (2) David Bonderman and James G. Coulter are officers and sole shareholders of TPG Group Holdings (SBS) Advisors, Inc. ("Group Advisors" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the general partner of TPG Group Holdings (SBS), L.P., which is the sole member of TPG Holdings I-A, LLC, which is the general partner of TPG Holdings I, L.P., which is the sole member of TPG Biotechnology GenPar Advisors, LLC, which is the general partner of TPG Biotechnology GenPar, L.P., which is the general partner of each of TPG Biotechnology, which directly holds 1,690,420 shares of Common Stock, and TPG Biotech Reinvest, which directly holds 397,046 shares of Common Stock.
- (3) Because of the relationship between the Reporting Persons and the TPG Funds, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of the TPG Funds. Each Reporting Person and each of the TPG Funds disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's or such TPG Fund's pecuniary interest therein, if any.
- (4) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

Remarks:

(5) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. (6) Ronald Cami is

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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