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AERIE PHARMACEUTICALS INC

Form 4

October 07, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB

3235-0287 Number:

Expires:

January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

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

See Instruction

obligations

may continue.

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Foresite Capital Management II, LLC

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

AERIE PHARMACEUTICALS INC [AERI]

(Check all applicable)

(Middle)

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

10/06/2016

Director Officer (give title below)

X__ 10% Owner _ Other (specify

600 MONTGOMERY STREET, SUITE 4500

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

(Street)

(State)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

SAN FRANCISCO, CA 94111

(City)	(State)	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. Transactic Code (Instr. 8)	omr Dispos (Instr. 3,	ed of	` '	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	10/06/2016		S	24,813	D	\$ 40.3399	1,647,901	I	See Footnote (1)
Common Stock	10/06/2016		S	25,187	D	\$ 40.3399	1,672,697	I	See Footnote

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

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(9-02)

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date	Title	Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Foresite Capital Management II, LLC 600 MONTGOMERY STREET SUITE 4500 SAN FRANCISCO, CA 94111		X				
Foresite Capital Fund II, L.P. 600 MONTGOMERY STREET SUITE 4500 SAN FRANCISCO, CA 94111		X				
Foresite Capital Management III, LLC 600 MONTGOMERY STREET SUITE 4500 SAN FRANCISCO, CA 94111		X				
Foresite Capital Fund III, L.P. 600 MONTGOMEREY STREEET SUITE 4500 SAN FRANCISCO, CA 94111		X				
Tananbaum James B. 3052 PACIFIC AVENUE SAN FRANCISCO, CA 94115		X				

Reporting Owners 2

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Signatures

FORESITE CAPITAL MANAGEMENT II, LLC, By: /s/ Dennis D. Ryan, Chief Financial 10/07/2016 Officer

**Signature of Reporting Person

Date

FORESITE CAPITAL FUND II, L.P., By: Foresite Capital Management II, LLC, Its:

10/07/2016

General Partner, By: /s/ Dennis D. Ryan, Chief Financial Officer

Date

**Signature of Reporting Person

FORESITE CAPITAL MANAGEMENT III, LLC, By: /s/ Dennis D. Ryan, Chief Financial Officer

10/07/2016

**Signature of Reporting Person

Date

FORESITE CAPITAL FUND III, L.P., By: Foresite Capital Management III, LLC, Its: General Partner, By: /s/ Dennis D. Ryan, Chief Financial Officer

10/07/2016

**Signature of Reporting Person

Date

/s/ James B. Tananbaum

10/07/2016

**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).

The shares are owned directly by Foresite Capital Fund II, L.P. ("FCF II"). Foresite Capital Management II, LLC ("FCM II"), the general partner of FCF II, may be deemed to have sole voting and dispositive power over these shares. James B. Tananbaum ("Mr. Tananbaum"), in his capacity as managing member of FCM II, may be deemed to have sole voting and dispositive power over these shares. Each

- Reporting Person disclaims the existence of a "group." Each of FCM II and its members and Mr. Tananbaum disclaims beneficial ownership of any of these shares except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that FCM II and its members or Mr. Tananbaum is the beneficial owner of these shares for purposes of Section 16 or any other purpose.
 - The shares are owned directly by Foresite Capital Fund III, L.P. ("FCF III"). Foresite Capital Management III, LLC ("FCM III"), the general partner of FCF III, may be deemed to have sole voting and dispositive power over these shares. James B. Tananbaum ("Mr. Tananbaum"), in his capacity as managing member of FCM III, may be deemed to have sole voting and dispositive power over these
- (2) shares. Each Reporting Person disclaims the existence of a "group." Each of FCM III and its members and Mr. Tananbaum disclaims beneficial ownership of any of these shares except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that FCM III and its members or Mr. Tananbaum is the beneficial owner of these shares for purposes of Section 16 or any other

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Signatures 3