

AERIE PHARMACEUTICALS INC

Form 4

January 30, 2015

**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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Clarus Lifesciences II, 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)

C/O CLARUS VENTURES,  
LLC, 101 MAIN STREET, SUITE  
1210

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/28/2015

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(Street)

CAMBRIDGE, MA 02142

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 01/28/2015                              |                                                             | J                                    | 3,139,447                                                               | D<br>\$ 0<br>(1)                                                                                                   | 0                                                                       | D (2)                                                             |

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  
number.**

SEC 1474  
(9-02)

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

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                                 | Relationships |           |         |       |
|----------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                                | Director      | 10% Owner | Officer | Other |
| Clarus Lifesciences II, L.P.<br>C/O CLARUS VENTURES, LLC<br>101 MAIN STREET, SUITE 1210<br>CAMBRIDGE, MA 02142 |               | X         |         |       |
| Clarus Ventures II GP, L.P.<br>C/O CLARUS VENTURES, LLC<br>101 MAIN STREET, SUITE 1210<br>CAMBRIDGE, MA 02142  |               | X         |         |       |
| Clarus Ventures II, LLC<br>C/O CLARUS VENTURES, LLC<br>101 MAIN STREET, SUITE 1210<br>CAMBRIDGE, MA 02142      |               | X         |         |       |
| GALAKATOS NICHOLAS<br>C/O CLARUS VENTURES, LLC<br>101 MAIN STREET, SUITE 1210<br>CAMBRIDGE, MA 02142           |               | X         |         |       |
| HENNER DENNIS<br>C/O CLARUS VENTURES, LLC<br>101 MAIN STREET, SUITE 1210<br>CAMBRIDGE, MA 02142                | X             | X         |         |       |
| LIPTAK ROBERT<br>C/O CLARUS VENTURES, LLC<br>101 MAIN STREET, SUITE 1210<br>CAMBRIDGE, MA 02142                |               | X         |         |       |
| Simon Nicholas<br>C/O CLARUS VENTURES, LLC<br>101 MAIN STREET, SUITE 1210                                      |               | X         |         |       |

CAMBRIDGE, MA 02142

STEINMETZ MICHAEL

C/O CLARUS VENTURES, LLC

101 MAIN STREET, SUITE 1210

CAMBRIDGE, MA 02142

X

WHEELER KURT

C/O CLARUS VENTURES, LLC

101 MAIN STREET, SUITE 1210

CAMBRIDGE, MA 02142

X

## Signatures

/s/ Robert Liptak, Manager of Clarus Ventures II, LLC, general partner of Clarus Ventures II GP, L.P., general partner of Clarus Lifesciences II, L.P.

01/30/2015

\_\_Signature of Reporting Person

Date

/s/Robert Liptak, Manager of Clarus Ventures II, LLC, general partner of Clarus Venture II GP, L.P.

01/30/2015

\_\_Signature of Reporting Person

Date

/s/ Robert Liptak, Manager of Clarus Ventures II, LLC

01/30/2015

\_\_Signature of Reporting Person

Date

/s/Robert Liptak, on behalf of Dennis Henner

01/30/2015

\_\_Signature of Reporting Person

Date

/s/ Robert Liptak, on behalf of Nicholas Galakatos

01/30/2015

\_\_Signature of Reporting Person

Date

/s/ Robert Liptak

01/30/2015

\_\_Signature of Reporting Person

Date

/s/ Robert Liptak, on behalf of Nicholas Simon

01/30/2015

\_\_Signature of Reporting Person

Date

/s/ Robert Liptak, on behalf of Michael Steinmetz

01/30/2015

\_\_Signature of Reporting Person

Date

/s/ Robert Liptak, on behalf of Kurt Wheeler

01/30/2015

\_\_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 reporting person distributed the common stock for no consideration.

## Edgar Filing: AERIE PHARMACEUTICALS INC - Form 4

- Securities held of record by Clarus Lifesciences II, L.P. ("Clarus"). Clarus Ventures II GP, L.P. (the "GPLP"), as the sole general partner of Clarus, may be deemed to beneficially own certain of the shares held of record by Clarus. The GPLP disclaims beneficial ownership of all shares held of record by Clarus in which the GPLP does not have an actual pecuniary interest. Clarus Ventures II, LLC (the "GPLLC"), as the sole general partner of the GPLP, may be deemed to beneficially own certain of the shares held of record by Clarus.
- (2) Each of Messrs. Galakatos, Henner, Liptak, Simon, Steinmetz and Wheeler, as individual Managing Directors of the GPLLC, may be deemed to beneficially own certain of the shares held of record by Clarus. Each of the GPLLC and Messrs. Galakatos, Henner, Liptak, Simon, Steinmetz and Wheeler disclaims beneficial ownership of all shares held of record by Clarus in which it or he, as applicable, does not have an actual pecuniary interest.

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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