

Pontifax (Cayman) III, L.P.
Form 3
December 29, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Pontifax Management III G.P. (2011) Ltd.			(Month/Day/Year)	Eloxx Pharmaceuticals, Inc. [SVOND]	
(Last)	(First)	(Middle)	12/19/2017		
C/O ELOXX PHARMACEUTICALS, INC., Â 950 WINTER STREET, 4TH FLOOR NORTH			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)		
WALTHAM, Â MA Â 02451			___ Director ___X___ 10% Owner		6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	___ Officer ___ Other		___ Form filed by One Reporting Person
			(give title below) (specify below)		__X__ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,287,937	I	By Pontifax Investment Fund ⁽¹⁾
Common Stock	4,900,249	I	By Pontifax Investment Fund ⁽²⁾

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

SEC 1473 (7-02)

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.

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

Edgar Filing: Pontifax (Cayman) III, L.P. - Form 3

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pontifax Management III G.P. (2011) Ltd. C/O ELOXX PHARMACEUTICALS, INC. 950 WINTER STREET, 4TH FLOOR NORTH WALTHAM, MA 02451	^	^ X	^	^
Pontifax Management Fund III L.P. C/O ELOXX PHARMACEUTICALS, INC. 950 WINTER STREET, 4TH FLOOR NORTH WALTHAM, MA 02451	^	^ X	^	^
Pontifax (Cayman) III, L.P. C/O ELOXX PHARMACEUTICALS, INC. 950 WINTER STREET, 4TH FLOOR NORTH WALTHAM, MA 02451	^	^ X	^	^
Pontifax (Israel) III, L.P. C/O ELOXX PHARMACEUTICALS, INC. 950 WINTER STREET, 4TH FLOOR NORTH WALTHAM, MA 02451	^	^ X	^	^

Signatures

Pontifax Management III G.P. (2011) Ltd., /s/ Gregory Weaver, Attorney in Fact on behalf of Tomer Kariv, Chief Executive Officer	12/29/2017
__Signature of Reporting Person	Date
Pontifax Management Fund III L.P., /s/ Gregory Weaver, Attorney in Fact on behalf of Tomer Kariv, Chief Executive Officer	12/29/2017
__Signature of Reporting Person	Date
Pontifax (Cayman) III, L.P., /s/ Gregory Weaver, Attorney in Fact on behalf of Tomer Kariv, Chief Executive Officer	12/29/2017
__Signature of Reporting Person	Date
Pontifax (Israel) III, L.P., /s/ Gregory Weaver, Attorney in Fact on behalf of Tomer Kariv, Chief Executive Officer	12/29/2017
__Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents shares of the Issuer held by Pontifax (Cayman) III, L.P. ("Cayman III"). Pontifax Management Fund III L.P. ("Pontifax III") is the general partner of Cayman III. Pontifax Management III G.P. (2011) Ltd. ("Management III") is the general partner of Pontifax III. As a result, each of Management III and Pontifax III may be deemed to share voting and dispositive power with respect to the shares held by Cayman III. Each of Management III, Pontifax III and Cayman III disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein, and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.

(2) Represents shares of the Issuer held by Pontifax (Israel) III, L.P. ("Israel III"). Pontifax III is the general partner of Israel III. Management III is the general partner of Pontifax III. As a result, each of Management III and Pontifax III may be deemed to share voting and dispositive power with respect to the shares held by Israel III. Each of Management III, Pontifax III and Israel III disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein, and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.

Â

Remarks:

Exhibit 24.1 - Pontifax Management III G.P. (2011) Ltd. Power of Attorney. Exhibit 24.2 - Pontifax

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.