

STEINMETZ MICHAEL
Form 4
October 28, 2013

FORM 4

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

OMB APPROVAL

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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

(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)
10/25/2013

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ 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 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	10/25/2013		C		2,727,272	A	①
Common Stock	10/25/2013		C		420,222	A	②
Common Stock	10/25/2013		C		184,812	A	\$ 0.05
Common Stock	10/25/2013		P		321,000	A	\$ 10
							2,727,272
							3,147,494
							3,332,306
							3,653,306
							D ④
							D ④
							D ④
							D ④

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Series B Convertible Preferred Stock	<u>(1)</u>	10/25/2013		C	2,727,272	<u>(1)</u>	<u>(1)</u>	Common Stock	2,727,272
Series B Warrants	\$ 0.05	10/25/2013		C	184,812	<u>(3)</u>	12/07/2019	Common Stock	184,812
Convertible Notes	<u>(2)</u>	10/25/2013		C	420,222	<u>(2)</u>	<u>(2)</u>	Common Stock	420,222

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clarus Lifesciences II, L.P. C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142		X		
Clarus Ventures II GP, L.P. C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142		X		
Clarus Ventures II, LLC C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142		X		
GALAKATOS NICHOLAS C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142		X		

HENNER DENNIS
 C/O CLARUS VENTURES, LLC X X
 101 MAIN STREET, SUITE 1210
 CAMBRIDGE, MA 02142

LIPTAK ROBERT
 C/O CLARUS VENTURES, LLC X
 101 MAIN STREET, SUITE 1210
 CAMBRIDGE, MA 02142

Simon Nicholas
 C/O CLARUS VENTURES, LLC X
 101 MAIN STREET, SUITE 1210
 CAMBRIDGE, MA 02142

STEINMETZ MICHAEL
 C/O CLARUS VENTURES, LLC X
 101 MAIN STREET, SUITE 1210
 CAMBRIDGE, MA 02142

WHEELER KURT
 C/O CLARUS VENTURES, LLC X
 101 MAIN STREET, SUITE 1210
 CAMBRIDGE, MA 02142

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. 10/28/2013
 __Signature of Reporting Person Date

/s/ Robert Liptak, Manager of Clarus Ventures II, LLC, general partner of Clarus Ventures II GP, L.P. 10/28/2013
 __Signature of Reporting Person Date

/s/ Robert Liptak, Manager of Clarus Ventures II, LLC 10/28/2013
 __Signature of Reporting Person Date

/s/ Robert Liptak, on behalf of Dennis Henner 10/28/2013
 __Signature of Reporting Person Date

/s/ Robert Liptak, on behalf of Nicholas Galakatos 10/28/2013
 __Signature of Reporting Person Date

/s/ Robert Liptak 10/28/2013
 __Signature of Reporting Person Date

/s/ Robert Liptak, on behalf of Nicholas Simon 10/28/2013
 __Signature of Reporting Person Date

/s/ Robert Liptak, on behalf of Michael Steinmetz

10/28/2013

__Signature of Reporting Person

Date

/s/ Robert Liptak, on behalf of Kurt Wheeler

10/28/2013

__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 Series B Convertible Preferred Stock automatically converted into Common Stock on a 1 for 5 basis upon the closing of the Issuer's initial public offering without payment of further consideration and had no expiration date.
- (2) The Convertible Notes automatically converted into Common Stock on a 10 for 1 basis upon the closing of the Issuer's initial public offering without payment of further consideration and had no expiration date.
- (3) The warrants were immediately exercisable.

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.
- (4) 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. 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.