

AERIE PHARMACEUTICALS INC
Form SC 13G
February 19, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. _____)*

Aerie Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

00771V108

(CUSIP Number)

February 9, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index on Page 10

1 NAME OF REPORTING PERSONS Foresite Capital Fund II, L.P. ("FCF II")
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
3 (a) (b)
4 SEC USE ONLY
CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
SOLE VOTING POWER
844,240 shares, except that Foresite Capital Management II, LLC ("FCM II"), the general partner of
5 FCF II, may be deemed to have sole power to vote these shares, and James Tananbaum
("Tananbaum"), the managing member of FCM II, may be deemed to have sole power to vote these
NUMBER OF shares.
SHARES SHARED VOTING POWER
6 BENEFICIALLY OWNED BY EACH REPORTING PERSON
7 SOLE DISPOSITIVE POWER
844,240 shares, except that FCM II, the general partner of FCF II, may be deemed to have sole
8 power to dispose of these shares, and Tananbaum, the managing member of FCM II, may be
deemed to have sole power to dispose of these shares.
SHARED DISPOSITIVE POWER
9 See response to row 7.
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
9 REPORTING PERSON 844,240
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
K.2%
12 TYPE OF REPORTING PERSON PN

1 NAME OF REPORTING PERSONS Foresite Capital Management II, LLC ("FCM II")
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) (b)
 3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware
 SOLE VOTING POWER
 844,240 shares, all of which are directly owned by Foresite Capital Fund II, L.P. ("FCF II"). FCM II,
 5 the general partner of FCF II, may be deemed to have sole power to vote these shares, and James
 NUMBER OF 5
 SHARES Tananbaum ("Tananbaum"), the managing member of FCM II, may be deemed to have sole power to
 BENEFICIALLY 5
 OWNED BY 6 SHARED VOTING POWER
 EACH 6 See response to row 5.
 REPORTING SOLE DISPOSITIVE POWER
 PERSON 7 844,240 shares, all of which are directly owned by FCF II. FCM II, the general partner of FCF II,
 WITH 7 may be deemed to have sole power to dispose of these shares, and Tananbaum, the managing
 member of FCM II, may be deemed to have sole power to dispose of these shares.
 8 SHARED DISPOSITIVE POWER
 8 See response to row 7.
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON 844,240
 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 K.2%
 12 TYPE OF REPORTING PERSON OO

1 NAME OF REPORTING PERSONS Foresite Capital Fund III, L.P. ("FCF III")
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
3 (a) (b)
4 SEC USE ONLY
5 CITIZENSHIP OR PLACE OF ORGANIZATION
6 Delaware
7 SOLE VOTING POWER
8 492,203 shares, except that Foresite Capital Management III, LLC ("FCM III"), the general partner of
9 FCF III, may be deemed to have sole power to vote these shares, and James Tananbaum
10 ("Tananbaum"), the managing member of FCM III, may be deemed to have sole power to vote these
11 shares.
12 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
13 SHARED VOTING POWER
14 6 See response to row 5.
15 SOLE DISPOSITIVE POWER
16 7 492,203 shares, except that FCM III, the general partner of FCF III, may be deemed to have sole
17 power to dispose of these shares, and Tananbaum, the managing member of FCM III, may be
18 deemed to have sole power to dispose of these shares.
19 SHARED DISPOSITIVE POWER
20 8 See response to row 7.
21 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
22 REPORTING PERSON 92,203
23 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
24 EXCLUDES CERTAIN SHARES
25 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
26 1.9%
27 TYPE OF REPORTING PERSON PN

1 NAME OF REPORTING PERSONS Foresite Capital Management III, LLC ("FCM III")
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
3 (a) (b)
3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
SOLE VOTING POWER
492,203 shares, all of which are directly owned by Foresite Capital Fund III, L.P. ("FCF III"). FCM
5 III, the general partner of FCF III, may be deemed to have sole power to vote these shares, and
NUMBER OF 5 III, the general partner of FCF III, may be deemed to have sole power to vote these shares, and
SHARES James Tananbaum ("Tananbaum"), the managing member of FCM III, may be deemed to have sole
BENEFICIALLY 6 power to vote these shares.
OWNED BY 6 SHARED VOTING POWER
EACH See response to row 5.
REPORTING 7 SOLE DISPOSITIVE POWER
PERSON 7 492,203 shares, all of which are directly owned by FCF III. FCM III, the general partner of FCF
WITH III, may be deemed to have sole power to dispose of these shares, and Tananbaum, the managing
member of FCM III, may be deemed to have sole power to dispose of these shares.
8 SHARED DISPOSITIVE POWER
8 See response to row 7.
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON 9 92,203
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
1.9%
12 TYPE OF REPORTING PERSON OO

1 NAME OF REPORTING PERSONS James Tananbaum (“Tananbaum”)
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) (b)
 3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States
 SOLE VOTING POWER
 1,336,443 shares, of which 844,240 shares are directly owned by Foresite Capital Fund II, L.P.
 (“FCF II”), and 492,203 shares are directly owned by Foresite Capital Fund III, L.P. (“FCF
 5 III”). Tananbaum is the managing member of each of Foresite Capital Management II, LLC (“FCM
 NUMBER OF II”), which is the general partner of FCF II, and Foresite Capital Management III, LLC (“FCM III”),
 SHARES which is the general partner of FCF III. Tananbaum may be deemed to have sole power to vote
 BENEFICIALLY these shares.
 OWNED BY 6 SHARED VOTING POWER
 EACH See response to row 5.
 REPORTING 7 SOLE DISPOSITIVE POWER
 PERSON 1,336,443 shares, of which 844,240 shares are directly owned by FCF II, and 492,203 shares are
 WITH 7 directly owned by FCF III. Tananbaum is the managing member of each FCM II, which is the
 general partner of FCF II, and FCM III, which is the general partner of FCF III. Tananbaum may
 be deemed to have sole power to dispose of these shares.
 8 SHARED DISPOSITIVE POWER
 See response to row 7.
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON, 336,443
 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 M.1%
 12 TYPE OF REPORTING PERSON IN

CUSIP # 00771V108 Page 7 of 11

ITEM 1(A). NAME OF ISSUER

Aerie Pharmaceuticals, Inc. (the "Issuer")

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

2030 Main Street, Suite 1500
Irvine, California 92614

ITEM 2(A). NAME OF PERSONS FILING

This Schedule is filed by Foresite Capital Fund II, L.P., a Delaware limited partnership, Foresite Capital Management II, LLC, a Delaware limited liability company, Foresite Capital Fund III, L.P., a Delaware limited partnership, Foresite Capital Management III, LLC, a Delaware limited liability company and James Tananbaum. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

c/o Foresite Capital Management

101 California Street, Suite 4100
San Francisco, CA 94111

ITEM 2(C). CITIZENSHIP

See Row 4 of cover page for each Reporting Person.

ITEM 2(D). TITLE OF CLASS OF SECURITIES

Common Stock

ITEM 2(D) CUSIP NUMBER

00771V108

ITEM 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

ITEM 4. OWNERSHIP

The following information with respect to the ownership of the common stock of the Issuer by the persons filing this Statement is provided as of February 18, 2016:

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited partnership agreements of FCF II and FCF III and the limited liability company agreements of FCM II and FCM III the partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from the sale of, shares of the Issuer directly or indirectly owned by each such entity of which they are a partner or member.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable

ITEM 10. CERTIFICATION.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 19, 2016

FORESITE CAPITAL FUND II, L.P.

By: FORESITE CAPITAL MANAGEMENT II, LLC
Its: General Partner

By: /s/ James Tananbaum
Name: James Tananbaum
Title: Managing Member

FORESITE CAPITAL MANAGEMENT II, LLC

By: /s/ James Tananbaum
Name: James Tananbaum
Title: Managing Member

FORESITE CAPITAL FUND III, L.P.

By: FORESITE CAPITAL MANAGEMENT III, LLC
Its: General Partner

By: /s/ James Tananbaum
Name: James Tananbaum
Title: Managing Member

FORESITE CAPITAL MANAGEMENT III, LLC

By: /s/ James Tananbaum
Name: James Tananbaum
Title: Managing Member

JAMES TANANBAUM

By: /s/ James Tananbaum

Name: James Tananbaum

EXHIBIT INDEX

<u>Exhibit</u>	<u>Found on Sequentially Numbered Page</u>
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Exhibit A: Agreement of Joint Filing	11
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exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the common stock of the Issuer shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 19, 2016

FORESITE CAPITAL FUND II, L.P.

By: FORESITE CAPITAL MANAGEMENT II, LLC
Its: General Partner

By: /s/ James Tananbaum
Name: James Tananbaum
Title: Managing Member

FORESITE CAPITAL MANAGEMENT II, LLC

By: /s/ James Tananbaum
Name: James Tananbaum
Title: Managing Member

FORESITE CAPITAL FUND III, L.P.

By: FORESITE CAPITAL MANAGEMENT III, LLC
Its: General Partner

By: /s/ James Tananbaum
Name: James Tananbaum
Title: Managing Member

FORESITE CAPITAL MANAGEMENT III, LLC

By: /s/ James Tananbaum

Name: James Tananbaum

Title: Managing Member

JAMES TANANBAUM

By: /s/ James Tananbaum

Name: James Tananbaum