

AERIE PHARMACEUTICALS INC

Form 3

October 25, 2013

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
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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 *

Â ACP IV, L.P.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/25/2013

3. Issuer Name **and** Ticker or Trading Symbol

AERIE PHARMACEUTICALS INC [AERI]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)ONE EMBARCADERO
CENTER, 37TH FLOOR

(Street)

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
☐ Form filed by One Reporting
Person
☒ Form filed by More than One
Reporting Person

SAN

FRANCISCO,Â CAÂ 94111

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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)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)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

(Instr. 5)

Series A-1 Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	1,000,000 <u>(2)</u>	\$ 0	D	Â
Series A-2 Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	5,000,000 <u>(2)</u>	\$ 0	D	Â
Series A-3 Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	10,489,738 <u>(2)</u>	\$ 0	D	Â
Series A-3 Preferred Stock Warrants	Â <u>(1)</u>	Â <u>(3)</u>	Common Stock	750,000 <u>(2)</u>	\$ 0.01	D	Â
Series B Preferred Stock Warrants	Â <u>(1)</u>	Â <u>(4)</u>	Common Stock	1,117,418 <u>(2)</u>	\$ 0.01	D	Â
Convertible Promissory Note	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	508,152 <u>(2)</u>	\$ 5,081,521	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ACP IV, L.P. ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
ACMP IV LLC ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
JANNEY DANIEL ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
NOHRA GUY P ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111	Â	Â X	Â	Â

Signatures

/s/ Daniel S.
Janney

10/25/2013

__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).

- Each share of Series A-1 Preferred Stock, Series A-2 Preferred Stock and Series A-3 Preferred Stock is convertible into 0.2 of a share of (1) Common Stock without payment of further consideration and will automatically convert into 0.2 of a share of Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

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- (2) These securities are held by ACP IV, L.P ("ACP IV"). Daniel S. Janney and Guy P. Nohra are directors of ACP IV, LLC, the general partner of ACP IV and disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.
- (3) Warrants will expire as follows: (i) warrant representing 375,000 shares on 2/17/2019; and (ii) warrant representing 375,000 shares on 11/2/2019.
Warrants will expire as follows: (i) warrant representing 186,236 shares on 12/7/2019; (ii) warrant representing 186,236 shares on 3/28/2020; (iii) warrant representing 279,355 shares on 5/23/2020; (iv) warrant representing 279,355 shares on 8/9/2020; and (v) warrant representing 186,236 shares on 9/30/2020.
- (4)
- (5) The outstanding principal amount and all accrued and unpaid interest thereon will convert into shares of common stock at a price per share equal to the initial public offering price upon consummation of the Issuer's initial public offering.

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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