

AQUINOX PHARMACEUTICALS, INC

Form 3

March 06, 2014

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated 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 *

Â JOHNSON & JOHNSON

(Last) (First) (Middle)

ONE JOHNSON & JOHNSON
PLAZA

(Street)

NEW
BRUNSWICK,Â NJÂ 08933

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

03/06/2014

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

AQUINOX PHARMACEUTICALS, INC [AQXP]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(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**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)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 (2)	Â (2)	Common Stock	255,681	\$ (2)	I	By Johnson & Johnson Development Corporation ⁽¹⁾
Series A-2 Preferred Stock	Â (2)	Â (2)	Common Stock	170,454	\$ (2)	I	By Johnson & Johnson Development Corporation ⁽¹⁾
Series B-1 Preferred Stock	Â (2)	Â (2)	Common Stock	293,884	\$ (2)	I	By Johnson & Johnson Development Corporation ⁽¹⁾
Series B-2 Preferred Stock	Â (2)	Â (2)	Common Stock	292,532	\$ (2)	I	By Johnson & Johnson Development Corporation ⁽¹⁾
Series C Preferred Stock	Â (2)	Â (2)	Common Stock	379,543	\$ (2)	I	By Johnson & Johnson Development Corporation ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON & JOHNSON ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933	Â	Â X	Â	Â
JOHNSON & JOHNSON DEVELOPMENT CORP ET AL ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933	Â	Â X	Â	Â

Signatures

Douglas Chia, Secretary of Johnson & Johnson	03/06/2014
_____ **Signature of Reporting Person	Date
Steven M. Rosenberg, Secretary of Johnson & Johnson Development Corporation	03/06/2014
_____ **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) The securities reported as being indirectly beneficially owned by the designated Reporting Person are directly beneficially owned by Johnson & Johnson Development Corporation, a wholly-owned subsidiary of the designated Reporting Person.

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- (2) Upon the closing of the Issuer's initial public offering each outstanding share of Preferred Stock will automatically convert into Common Stock, on a 1-to-1 basis, for no additional consideration. There is no expiration date applicable to the Preferred Stock.

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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