

AERIE PHARMACEUTICALS INC  
 Form 4  
 May 27, 2014

**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 \*  
 Mehra Anand

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 SOFINNOVA  
 VENTURES, 2800 SAND HILL  
 ROAD, SUITE 150  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/22/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)

MENLO PARK, CA 94025  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/22/2014		S		323,932	D	\$ 16,276,657
						I	

See footnote (1)

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

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SEC 1474 (9-02)

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**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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mehra Anand C/O SOFINNOVA VENTURES 2800 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025	X	X		
HEALY JAMES C/O SOFINNOVA VENTURES 2800 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025		X		
POWELL MICHAEL C/O SOFINNOVA VENTURES 2800 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025		X		
Buatois Eric C/O SOFINNOVA VENTURES 2800 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025		X		
SOFINNOVA VENTURE PARTNERS VII L P C/O SOFINNOVA VENTURES 2800 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025		X		
Sofinnova Management VII, L.L.C. C/O SOFINNOVA VENTURES 2800 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025		X		

## Signatures

/s/ Nathalie Auber, Attorney-in-Fact for Anand Mehra	05/23/2014
__Signature of Reporting Person	Date
/s/ Nathalie Auber, Attorney-in-Fact for James Healy	05/23/2014
__Signature of Reporting Person	Date
/s/ Nathalie Auber, Attorney-in-Fact for Eric Buatois	05/23/2014
__Signature of Reporting Person	Date
/s/ Nathalie Auber, Attorney-in-Fact for Michael Powell	05/23/2014
__Signature of Reporting Person	Date
/s/ Nathalie Auber, Attorney-in-Fact for Sofinnova Venture Partners VII, L.P.	05/23/2014
__Signature of Reporting Person	Date
/s/ Nathalie Auber, Attorney-in-Fact for Sofinnova Management VII, L.L.C.	05/23/2014
__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).

The securities are owned directly by Sofinnova Venture Partners VII, L.P. ("SV VII"). Sofinnova Management VII, L.L.C. ("SV VII LLC"), the general partner of SV VII, James Healy, Michael Powell, and Eric Buatois, the managing members of SV VII LLC, and

(1) Anand Mehra, a director of the Issuer, may be deemed to have shared voting and dispositive power over the shares owned by SV VII. Such persons and entities disclaim beneficial ownership over the shares owned by SV VII except to the extent of any pecuniary interest therein.

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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