

AERIE PHARMACEUTICALS INC

Form 3/A

October 07, 2016

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

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2015

Estimated 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Foresite Capital Management II, LLC | | (Month/Day/Year) | AERIE PHARMACEUTICALS INC [AERI] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | |
| 600 MONTGOMERY STREET,Â SUITE 4500 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| SAN FRANCISCO,Â CAÂ 94111 | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (City) | (State) | (Zip) | 07/26/2016 | |
| 1. Title of Security (Instr. 4) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| Common Stock | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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) |
|---------------------------------|---|--|---|
| Common Stock | 1,672,714 | I | See Footnote ⁽¹⁾ |
| Common Stock | 1,697,884 ⁽²⁾ | I | See Footnote ⁽³⁾ |

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

SEC 1473 (7-02)

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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) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

| Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|---------------------|----------------------------|------------------------------|---|
|------------------|-----------------|---------------------|----------------------------|------------------------------|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Foresite Capital Management II, LLC 600 MONTGOMERY STREET SUITE 4500 SAN FRANCISCO, CA 94111 | ^ | ^ X | ^ | ^ |
| Foresite Capital Fund II, L.P. 600 MONTGOMERY STREET SUITE 4500 SAN FRANCISCO, CA 94111 | ^ | ^ X | ^ | ^ |
| Foresite Capital Management III, LLC 600 MONTGOMERY STREET SUITE 4500 SAN FRANCISCO, CA 94111 | ^ | ^ X | ^ | ^ |
| Foresite Capital Fund III, L.P. 600 MONTGOMERY STREEET SUITE 4500 SAN FRANCISCO, CA 94111 | ^ | ^ X | ^ | ^ |
| Tananbaum James B. 3052 PACIFIC AVENUE SAN FRANCISCO, CA 94115 | ^ | ^ X | ^ | ^ |

Signatures

FORESITE CAPITAL MANAGEMENT II, LLC, By: Dennis D. Ryan, Chief Financial Officer 10/07/2016

__Signature of Reporting Person Date

FORESITE CAPITAL FUND II, L.P., By: Foresite Capital Management II, LLC, Its: General Partner, By: /s/ Dennis D. Ryan, Chief Financial Officer 10/07/2016

__Signature of Reporting Person Date

FORESITE CAPITAL MANAGEMENT III, LLC, By: /s/ Dennis D. Ryan, Chief Financial Officer 10/07/2016

__Signature of Reporting Person Date

FORESITE CAPITAL FUND III, L.P., By: Foresite Capital Management III, LLC, Its: General Partner, By: /s/ Dennis D. Ryan, Chief Financial Officer 10/07/2016

__Signature of Reporting Person Date

/s/ James B. Tananbaum

10/07/2016

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 shares are owned directly by Foresite Capital Fund II, L.P. ("FCF II"). Foresite Capital Management II, LLC ("FCM II"), the general partner of FCF II, may be deemed to have sole voting and dispositive power over these shares. James B. Tananbaum ("Mr. Tananbaum"), in his capacity as managing member of FCM II, may be deemed to have sole voting and dispositive power over these shares. Each Reporting Person disclaims the existence of a "group." Each of FCM II and its members and Mr. Tananbaum disclaims beneficial ownership of any of these shares except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that FCM II and its members or Mr. Tananbaum is the beneficial owner of these shares for purposes of Section 16 or any other purpose.
- (2) The shares reported in this Form 3 Amendment include 500,000 shares purchased by Foresite Capital Fund II, L.P. and 250,000 shares purchased by Foresite Capital Fund III, L.P. on July 22, 2016. All 750,000 shares were purchased in a single block purchase directly from the Issuer pursuant to an at-the-market sales agreement.
- (3) The shares are owned directly by Foresite Capital Fund III, L.P. ("FCF III"). Foresite Capital Management III, LLC ("FCM III"), the general partner of FCF III, may be deemed to have sole voting and dispositive power over these shares. James B. Tananbaum ("Mr. Tananbaum"), in his capacity as managing member of FCM III, may be deemed to have sole voting and dispositive power over these shares. Each Reporting Person disclaims the existence of a "group." Each of FCM III and its members and Mr. Tananbaum disclaims beneficial ownership of any of these shares except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that FCM III and its members or Mr. Tananbaum is the beneficial owner of these shares for purposes of Section 16 or any other purpose.

Â

Remarks:

This Form 3 Amendment amends and restates in its entirety the Form 3 filed on July 26, 2016, Â

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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