

SPECTOR STEVEN W
 Form 4
 January 08, 2019

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 *
 SPECTOR STEVEN W

2. Issuer Name and Ticker or Trading Symbol
 ARENA PHARMACEUTICALS INC [ARNA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 01/04/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, General Counsel & Sec

C/O ARENA PHARMACEUTICALS, INC., 6154 NANCY RIDGE DRIVE

(Street)

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

SAN DIEGO, CA 92121

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 40.94 | 01/04/2019 | | A | | (1) 01/04/2026 | | Common Stock | 75,000 |
| Employee Performance Restricted Stock Unit | (2) | 01/04/2019 | | A | | (3) 01/03/2022 | | Common Stock | 12,600 (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SPECTOR STEVEN W C/O ARENA PHARMACEUTICALS, INC. 6154 NANCY RIDGE DRIVE SAN DIEGO, CA 92121 | | | EVP, General Counsel & Sec | |

Signatures

/s/ Andrew J. Cronauer, as Attorney-in-Fact 01/08/2019

**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).
- (1) The options vest over four years, with 25% of the shares subject to the option vesting on January 4, 2020, and the remainder of the shares vesting monthly over the following three years in equal installments (except as otherwise necessary to avoid vesting of a fractional share), and are exercisable once vested.
- (2) Each Employee Performance Restricted Stock Unit ("PRSU") represents a contingent right to receive shares of Arena's common stock, which shares shall vest, if at all, upon the closing price of Arena's common stock (the "Closing Price") reaching certain thresholds during the three-year performance period from January 4, 2019 through January 3, 2022 (the "Performance Period") and satisfaction of a continuing service requirement.
- (3) The number of shares that may vest is based on the Closing Price during the Performance Period. If, on 5 consecutive or 10 non-consecutive trading days during the Performance Period, the Closing Price equals or exceeds \$60, \$67.50 or \$75, and the reporting person thereafter satisfies a continuing service requirement, the PRSUs are deemed vested at 50%, 100% or 200%, respectively, of the target amount reported in Column 7 (subject, in the event of a change of control, to additional vesting in circumstances where the per share transaction consideration falls in between the dollar values listed above), and the reporting person will receive at or following the time of vesting a number of shares equal to the achieved percentage multiplied by the total number of PRSUs. For the avoidance of doubt,

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shares may be issued following achievement of each price threshold, and the maximum number of shares that may be issued pursuant to the PRSUs equals 200% of the number of PRSUs reported in Column 5.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.