

AERIE PHARMACEUTICALS INC  
Form SC 13D/A  
November 26, 2014

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D  
(Rule 13d-101)

**(Amendment No. 2)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND  
AMENDMENTS THERETO FILED PURSUANT TO 240.13d-2(a)**

Aerie Pharmaceuticals, Inc.  
(Name of Issuer)

Common Stock, par value \$0.001 per share  
(Title of Class of Securities)

00771V108  
(CUSIP Number)

Ronald Cami  
Vice President

TPG Global, LLC

301 Commerce Street, Suite 3300

Fort Worth, TX 76102

(817) 871-4000  
(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

November 25, 2014  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

*Note.* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 7 Pages)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

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NAMES OF REPORTING PERSONS

1 TPG Group Holdings (SBS) Advisors, Inc.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (see instructions)

(a)

(b)

3 SEC USE ONLY  
4 SOURCE OF FUNDS (see instructions)

OO (See Item 3)  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS  REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  
5 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

7 SOLE VOTING POWER

-0- SHARED VOTING POWER

8 NUMBER OF SHARES 2,087,466 (See Items 3, 4 and 5)

9 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE DISPOSITIVE POWER

-0-  
SHARED  
DISPOSITIVE  
POWER

10

2,087,466 (See  
Items 3, 4 and  
5)

AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

11

2,087,466 (See Items 3, 4  
and 5)

CHECK BOX IF  
THE

AGGREGATE  
AMOUNT IN

12

ROW (11)

EXCLUDES

CERTAIN

SHARES (see

instructions)

PERCENT OF CLASS

REPRESENTED BY

13

AMOUNT IN ROW 11

8.7% (See Items 5)\*

TYPE OF REPORTING

14

PERSON

CO

The calculation is based on 23,984,485 shares of Common Stock outstanding as of November 5, 2014 as reported in  
\*the Issuer's quarterly report on Form 10-Q filed with the Securities and Exchange Commission (the "Commission") on  
November 12, 2014.

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1 NAMES OF REPORTING PERSONS

David Bonderman

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (see instructions)

(a)

(b)

3 SEC USE ONLY  
4 SOURCE OF FUNDS (see instructions)

OO (See Item 3)

CHECK IF DISCLOSURE OF LEGAL

5 PROCEEDINGS IS  REQUIRED PURSUANT TO

ITEM 2(d) or 2(e)  
6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

-0- SHARED VOTING POWER

8 2,087,466 (See Items 3, 4 and 5)

NUMBER OF SHARES

9 BENEFICIALLY OWNED BY EACH REPORTING

SOLE DISPOSITIVE POWER

-0-

PERSON WITH

SHARED  
DISPOSITIVE  
POWER

10

2,087,466 (See  
Items 3, 4 and  
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AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
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2,087,466 (See Items 3, 4  
and 5)

CHECK BOX IF  
THE  
AGGREGATE  
AMOUNT IN

12

ROW (11)           o  
EXCLUDES  
CERTAIN  
SHARES (see  
instructions)

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW 11

13

8.7% (See Items 5)\*  
TYPE OF REPORTING  
PERSON

14

IN

\*The calculation is based on 23,984,485 shares of Common Stock outstanding as of November 5, 2014 as reported in the Issuer's quarterly report on Form 10-Q filed with the Commission on November 12, 2014.

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1 NAMES OF REPORTING PERSONS

James G. Coulter

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (see instructions)

(a)

(b)

3 SEC USE ONLY  
4 SOURCE OF FUNDS (see instructions)

OO (See Item 3)

CHECK IF DISCLOSURE OF LEGAL

5 PROCEEDINGS IS  REQUIRED PURSUANT TO

ITEM 2(d) or 2(e)  
6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

8 -0- SHARED VOTING POWER

NUMBER OF SHARES

2,087,466 (See Items 3, 4 and 5)

BENEFICIALLY OWNED BY EACH REPORTING

9 SOLE DISPOSITIVE POWER

PERSON WITH

-0-

SHARED  
DISPOSITIVE  
POWER

10

2,087,466 (See  
Items 3, 4 and  
5)

AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

11

2,087,466 (See Items 3, 4  
and 5)

CHECK BOX IF  
THE  
AGGREGATE  
AMOUNT IN

12

ROW (11)           o  
EXCLUDES  
CERTAIN  
SHARES (see  
instructions)

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW 11

13

8.7% (See Items 5)\*

TYPE OF REPORTING  
PERSON

14

IN

\*The calculation is based on 23,984,485 shares of Common Stock outstanding as of November 5, 2014 as reported in the Issuer's quarterly report on Form 10-Q filed with the Commission on November 12, 2014.



This Amendment No. 2 (the "Amendment") amends and supplements the Schedule 13D filed by the Reporting Persons on November 12, 2013, as amended and supplemented by Amendment No. 1 filed on July 11, 2014 (as so amended, the "Original Schedule 13D" and, as amended and supplemented by this Amendment, the "Schedule 13D") with respect to the Common Stock of the Issuer. Capitalized terms used in this Amendment and not otherwise defined shall have the same meanings ascribed to them in the Original Schedule 13D.

#### Item 2. Identity and Background

This Amendment amends and restates the second paragraph of Item 2 of the Original Schedule 13D in its entirety as set forth below.

"Group Advisors is the general partner of TPG Group Holdings (SBS), L.P., a Delaware limited partnership, which is the sole member of TPG Holdings I-A, LLC, a Delaware limited liability company, which is the general partner of TPG Holdings I, L.P., a Delaware limited partnership, which is the sole member of TPG Biotechnology GenPar Advisors, LLC, a limited liability company, which is the general partner of TPG Biotechnology GenPar, L.P., a Delaware limited partnership, which is the general partner of each of TPG Biotechnology Partners, L.P., a Delaware limited partnership ("TPG Biotechnology"), which directly holds 1,690,420 shares of Common Stock, and TPG Biotech Reinvest AIV, L.P., a Delaware limited partnership ("TPG Biotech Reinvest" and, together with TPG Biotechnology, the "TPG Funds"), which directly holds 397,046 shares of Common Stock. The shares of Common Stock held by the TPG Funds are collectively referred to herein as the "TPG Shares." Because of Group Advisors' relationship to the TPG Funds, Group Advisors may be deemed to beneficially own the TPG Shares."

#### Item 4. Purpose of Transaction

This Amendment supplements Item 4 of the Original Schedule 13D by inserting the following after the last paragraph under the heading "*Board of Directors.*"

##### *November 2014 Offering*

On November 25, 2014, the TPG Funds sold an aggregate of 1,300,000 shares of Common Stock at a price per share of \$25.97 pursuant to the registration statement on Form S-3 filed by the Issuer on November 3, 2014.

#### Item 5. Interest in Securities of the Issuer

This Amendment amends and restates the second and third paragraphs of Item 5 of the Original Schedule 13D in its entirety as set forth below.

(a)–(b) The following disclosure assumes that there are 23,984,485 shares of Common Stock outstanding as of November 5, 2014 as reported in the Issuer's quarterly report on Form 10-Q filed with the Commission on November 12, 2014.

Pursuant to Rule 13d-3 of the Act, the Reporting Persons may be deemed to beneficially own 2,087,466 shares of Common Stock, which constitutes approximately 8.7% of the outstanding Common Stock.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 26, 2014

TPG Group Holdings (SBS) Advisors, Inc.

By: /s/Ronald Cami  
Name: Ronald Cami  
Title: Vice President

David Bonderman

By: /s/Ronald Cami  
Name: Ronald Cami on behalf of David Bonderman (1)

James G. Coulter

By: /s/Ronald Cami  
Name: Ronald Cami on behalf of James G. Coulter (2)

Ronald Cami is signing on behalf of Mr. Bonderman pursuant to an authorization and designation letter dated July (1) 1, 2013, which was previously filed with the Commission as an exhibit to a Schedule 13D filed by Mr. Bonderman on August 14, 2013 (SEC File No. 005-83906).

Ronald Cami is signing on behalf of Mr. Coulter pursuant to an authorization and designation letter dated July 1, (2) 2013, which was previously filed with the Commission as an exhibit to a Schedule 13D filed by Mr. Coulter on August 14, 2013 (SEC File No. 005-83906).

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INDEX TO EXHIBITS

Agreement of Joint Filing by TPG Advisors II, Inc., TPG Advisors III, Inc., TPG Advisors V, Inc., TPG Advisors VI, Inc., T3 Advisors, Inc., T3 Advisors II, Inc., TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and  
1. James G. Coulter, dated as of February 14, 2011 (previously filed with the Commission as Exhibit 1 to Schedule 13G filed by TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and James G. Coulter on February 14, 2011).

Form of Equity Underwriting Agreement by and among the Issuer and RBC Capital Markets, LLC and Stifel, Nicolaus & Company, Incorporated, as representatives of the several underwriters named in Schedule I thereto  
2. (previously filed with the Commission as Exhibit 1.1 to Form S-1/A filed by Aeries Pharmaceuticals, Inc. on October 15, 2013).

Form of Lock-Up Agreement by and among certain stockholders and the directors and officers of the Issuer and RBC Capital Markets, LLC and Stifel, Nicolaus & Company, Incorporated, as representatives of the several  
3. underwriters named in Schedule I to the Underwriting Agreement (previously filed with the Commission as Exhibit A to Exhibit 1.1 to Form S-1/A filed by Aeries Pharmaceuticals, Inc. on October 15, 2013).

