

MITRO THOMAS A

Form 4

February 11, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MITRO THOMAS A

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 AERIE
PHARMACEUTICALS, INC., 4301
EMPEROR BLVD., SUITE 400

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2019

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
President and COO

(Street)
DURHAM, NC 27703

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/07/2019		A	(A) or (D) Amount 12,778 (1)	\$ 0	64,257	D
Common Stock	02/08/2019		F	(A) or (D) Amount 1,241 (2)	\$ 40.39	63,016	D

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

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information contained in this form are not
required to respond unless the form
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(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. Amount or Number of Shares
Stock Option (right to buy)	\$ 43.07	02/07/2019		A	57,500	(3) 02/07/2029	Common Stock	57,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MITRO THOMAS A
C/O AERIE PHARMACEUTICALS, INC.
4301 EMPEROR BLVD., SUITE 400
DURHAM, NC 27703

President and COO

Signatures

/s/ John LaRocca, Attorney-in-Fact for Thomas A. Mitro

02/11/2019

__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) These shares of Common Stock are scheduled to vest, subject to the reporting person's continued employment with the issuer through the applicable vesting date, in equal installments on each of the first four anniversaries of February 7, 2019.
- (2) Reflects shares of Common Stock withheld to satisfy tax withholding obligations in connection with the vesting of shares of restricted Common Stock.
- (3) This option is scheduled to vest, subject to the reporting person's continued employment with the issuer through the applicable vesting date, in equal installments on each of the first 48 monthly anniversaries of February 7, 2019.

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.