

Pontifax (Cayman) IV L.P.
 Form 3
 December 29, 2017

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

OMB APPROVAL

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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 * Â Pontifax Management 4 G.P. (2015) Ltd. (Last) (First) (Middle) C/O ELOXX PHARMACEUTICALS, INC., Â 950 WINTER STREET, 4TH FLOOR NORTH (Street) WALTHAM, Â MA Â 02451 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 12/19/2017 | 3. Issuer Name and Ticker or Trading Symbol Eloxx Pharmaceuticals, Inc. [SVOND] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <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 | 381,518 | I | By Pontifax Investment Fund ⁽¹⁾ |
| Common Stock | 783,664 | I | By Pontifax Investment Fund ⁽²⁾ |
| Common Stock | 423,703 | I | By Pontifax Investment Fund ⁽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)

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| 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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Pontifax Management 4 G.P. (2015) Ltd. C/O ELOXX PHARMACEUTICALS, INC. 950 WINTER STREET, 4TH FLOOR NORTH WALTHAM, MA 02451 | ^ | ^ X | ^ | ^ |
| Pontifax IV GP L.P. C/O ELOXX PHARMACEUTICALS, INC. 950 WINTER STREET, 4TH FLOOR NORTH WALTHAM, MA 02451 | ^ | ^ X | ^ | ^ |
| Pontifax (Cayman) IV L.P. C/O ELOXX PHARMACEUTICALS, INC. 950 WINTER STREET, 4TH FLOOR NORTH WALTHAM, MA 02451 | ^ | ^ X | ^ | ^ |
| Pontifax (Israel) IV, L.P. C/O ELOXX PHARMACEUTICALS, INC. 950 WINTER STREET, 4TH FLOOR NORTH WALTHAM, MA 02451 | ^ | ^ X | ^ | ^ |
| Pontifax (China) IV L.P. C/O ELOXX PHARMACEUTICALS, INC. 950 WINTER STREET, 4TH FLOOR NORTH WALTHAM, MA 02451 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|---|------------|
| Pontifax Management 4 G.P. (2015) Ltd. /s/ Gregory Weaver, Attorney in Fact on behalf of Tomer Kariv, Chief Executive Officer | 12/29/2017 |
| **Signature of Reporting Person | Date |
| Pontifax IV GP L.P. /s/ Gregory Weaver, Attorney in Fact on behalf of Tomer Kariv, Chief Executive Officer | 12/29/2017 |
| **Signature of Reporting Person | Date |
| Pontifax (Cayman) IV L.P. /s/ Gregory Weaver, Attorney in Fact on behalf of Tomer Kariv, Chief Executive Officer | 12/29/2017 |
| **Signature of Reporting Person | Date |
| Pontifax (Israel) IV, L.P. /s/ Gregory Weaver, Attorney in Fact on behalf of Tomer Kariv, | 12/29/2017 |

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Chief Executive Officer

Signature of Reporting Person

Date

Pontifax (China) IV L.P. /s/ Gregory Weaver, Attorney in Fact on behalf of Tomer Kariv,
Chief Executive Officer

12/29/2017

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) Represents shares of the Issuer held by Pontifax (Cayman) IV L.P. ("Cayman IV"). Pontifax IV GP L.P. ("Pontifax IV") is the general partner of Cayman IV. Pontifax Management 4 G.P. (2015) Ltd. ("Management 4") is the general partner of Pontifax IV. As a result, each of Management 4 and Pontifax IV may be deemed to share voting and dispositive power with respect to the shares held by Cayman IV. Each of Management 4, Pontifax IV and Cayman IV disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein, and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.
(2) Represents shares of the Issuer held by Pontifax (Israel) IV, L.P. ("Israel IV"). Pontifax IV is the general partner of Israel IV. Management 4 is the general partner of Pontifax IV. As a result, each of Management 4 and Pontifax IV may be deemed to share voting and dispositive power with respect to the shares held by Israel IV. Each of Management 4, Pontifax IV and Israel IV disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein, and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.
(3) Represents shares of the Issuer held by Pontifax (China) IV L.P. ("China IV"). Pontifax IV GP L.P. is the general partner of China IV. Management 4 is the general partner of Pontifax IV. As a result, each of Management 4 and Pontifax IV may be deemed to share voting and dispositive power with respect to the shares held by China IV. Each of Management 4, Pontifax IV and China IV disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein, and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.

Remarks:

Exhibit 24.1 - Pontifax Management 4 G.P. (2015) Ltd. Power of Attorney. Exhibit 24.2 - Pontifax

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.