

AERIE PHARMACEUTICALS INC
 Form 3
 October 25, 2013

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â ACP IV, L.P.		(Month/Day/Year)	AERIE PHARMACEUTICALS INC [AERI]	
(Last)	(First)	(Middle)	10/25/2013	
ONE EMBARCADERO CENTER, 37TH FLOOR			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SAN FRANCISCO,Â CAÂ 94111			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

(Instr. 5)

Series A-1 Preferred Stock	Â (1)	Â (1)	Common Stock	1,000,000 (2)	\$ 0	D	Â
Series A-2 Preferred Stock	Â (1)	Â (1)	Common Stock	5,000,000 (2)	\$ 0	D	Â
Series A-3 Preferred Stock	Â (1)	Â (1)	Common Stock	10,489,738 (2)	\$ 0	D	Â
Series A-3 Preferred Stock Warrants	Â (1)	Â (3)	Common Stock	750,000 (2)	\$ 0.01	D	Â
Series B Preferred Stock Warrants	Â (1)	Â (4)	Common Stock	1,117,418 (2)	\$ 0.01	D	Â
Convertible Promissory Note	Â (5)	Â (5)	Common Stock	508,152 (2)	\$ 5,081,521	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ACP IV, L.P. ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
ACMP IV LLC ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
JANNEY DANIEL ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
NOHRA GUY P ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111	Â	Â X	Â	Â

Signatures

/s/ Daniel S.
Janney

10/25/2013

**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).

Each share of Series A-1 Preferred Stock, Series A-2 Preferred Stock and Series A-3 Preferred Stock is convertible into 0.2 of a share of (1) Common Stock without payment of further consideration and will automatically convert into 0.2 of a share of Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

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- (2) These securities are held by ACP IV, L.P ("ACP IV"). Daniel S. Janney and Guy P. Nohra are directors of ACMP IV, LLC, the general partner of ACP IV and disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.
- (3) Warrants will expire as follows: (i) warrant representing 375,000 shares on 2/17/2019; and (ii) warrant representing 375,000 shares on 11/2/2019.
Warrants will expire as follows: (i) warrant representing 186,236 shares on 12/7/2019; (ii) warrant representing 186,236 shares on 3/28/2020; (iii) warrant representing 279,355 shares on 5/23/2020; (iv) warrant representing 279,355 shares on 8/9/2020; and (v) warrant representing 186,236 shares on 9/30/2020.
- (5) The outstanding principal amount and all accrued and unpaid interest thereon will convert into shares of common stock at a price per share equal to the initial public offering price upon consummation of the Issuer's initial public offering.

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.