

Aralez Pharmaceuticals Inc.

Form 4

June 20, 2016

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RUDNICK SETH**

(Last) (First) (Middle)

**C/O ARALEZ  
PHARMACEUTICALS INC., 7100  
WEST CREDIT AVENUE, SUITE  
101**

(Street)

**MISSISSAUGA, A6 L5N 0E4**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
**Aralez Pharmaceuticals Inc. [ARLZ]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/16/2016**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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

**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 Indirect Beneficial Ownership (Instr. 4)
Common Shares, without par value	06/16/2016		A <sup>(1)</sup>	7,500 A \$ 0	64,391 <sup>(2)</sup>	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 3.42	06/16/2016		A	15,000	(3) 06/16/2026	Common Shares, without par value 15,000

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

RUDNICK SETH  
C/O ARALEZ PHARMACEUTICALS INC.,  
7100 WEST CREDIT AVENUE, SUITE 101  
MISSISSAUGA, A6 L5N 0E4

X

## Signatures

/s/ Eric L. Trachtenberg, attorney-in-fact for Seth Rudnick

06/20/2016

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) Restricted Stock Units, all of which vest on the earlier of June 16, 2017 or the date of the Company's next annual shareholder meeting, subject to the director's continued service on the Board as of such date. Vested shares will be delivered to the Reporting Person on the earlier of the date that the Reporting Person ceases to provide services to the Board and the date of a Change of Control, as defined in the Issuer's 2016 Long-Term Incentive Plan, in either case provided that the Restricted Stock Units are vested on such date.
- (2) Includes 56,891 shares of Common Stock and 7,500 Restricted Stock Units.
- (3) The option vests in one installment on the earlier of June 16, 2017 or the date of the Company's next annual shareholder meeting, subject to the director's continued service on the Board as of such date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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