

Flynn James E
Form 3
July 23, 2018

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)

| | | | | | |
|--|---|--|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>À Flynn James E</p> <p>(Last) (First) (Middle)</p> <p>780 THIRD AVENUE, 37TH FLOOR,À</p> <p>(Street)</p> <p>NEW YORK,À NYÀ 10017</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/23/2018</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>AERIE PHARMACEUTICALS INC [AERI]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Possible Member of 10% Group</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|--|

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 | 3,866,001 ⁽¹⁾ | I | Through Deerfield Private Design Fund III, L.P. ⁽²⁾ ⁽³⁾ |
| Common Stock | 1,557,945 ⁽¹⁾ | I | Through Deerfield Partners, L.P. ⁽²⁾ ⁽³⁾ |
| Common Stock | 429,556 ⁽¹⁾ | I | Through Deerfield Special Situations Fund, L.P. ⁽²⁾ ⁽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 |
| Flynn James E 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | Possible Member of 10% Group |
| Deerfield Mgmt L.P. 780 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | Possible Member of 10% Group |
| DEERFIELD MANAGEMENT COMPANY, L.P. (SERIES C) 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | Possible Member of 10% Group |
| Deerfield Special Situations Fund, L.P. 780 3RD AVENUE 37TH FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | Possible Member of 10% Group |
| Deerfield Mgmt III, L.P. 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | Possible Member of 10% Group |
| Deerfield Private Design Fund III, L.P. 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | Possible Member of 10% Group |
| DEERFIELD PARTNERS, L.P. 780 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | Possible Member of 10% Group |

Signatures

/s/ Jonathan Isler,
Attorney-in-Fact

07/23/2018

**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) Before the Reporting Persons became subject to Section 16 ("Section 16") of the Securities Exchange Act of 1934, as amended, with respect to the securities of the Issuer, Deerfield Private Design Fund III, L.P. ("Fund III"), Deerfield Partners, L.P. ("Deerfield Partners") and Deerfield Special Situations Fund, L.P. ("Deerfield Special Situations") effected short sales of 1,190,363, 530,889, and 241,199 shares of the Issuer's common stock, respectively, and borrowed shares from unaffiliated brokers for delivery against these sales. Such short positions remained open at such time as the Reporting Persons became subject to the reporting requirements of Section 16.
- (2) This Form 3 is being filed by the undersigned as well as the entities listed on the Joint Filer Information Statement attached as an exhibit hereto (the "Reporting Persons"). Deerfield Mgmt III, L.P. is the general partner of Fund III. Deerfield Mgmt, L.P. is the general partner of Deerfield Partners and Deerfield Special Situations (collectively with Fund III, the "Funds"). Deerfield Management Company, L.P. is the investment manager of the Funds. James E. Flynn is the sole member of the general partner of each of Deerfield Mgmt III, L.P., Deerfield Mgmt, L.P. and Deerfield Management Company, L.P. In accordance with Instruction 5(b)(iv) to Form 3, the entire amount of the Issuer's securities held by the Funds is reported herein.
- (3) For purposes of Section 16, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

^

Remarks:

Please^ see^ Joint^ Filer^ Information^ Statement^ attached^ as^ Exhibit^ 99^ hereto.

Jonathan^ Isler,^ Attorney-in-Fact:^ Power^ of^ Attorney,^ which^ is^ hereby^ incorporated^ by^ reference^ to^ Exh

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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