

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â TPG Group Holdings (SBS) Advisors, Inc.</p> <p>(Last) (First) (Middle)</p> <p>C/O TPG GLOBAL, LLC,Â 301 COMMERCE STREET, SUITE 3300</p> <p>(Street)</p> <p>FORT WORTH,Â TXÂ 76102</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/25/2013</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>___ Director ___X___ 10% Owner ___ Officer ___ Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person ___X___ Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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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)

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p>	<p>4. Conversion or Exercise Price of Derivative</p>	<p>5. Ownership Form of Derivative Security:</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A-1 Preferred Stock	Â (6)	Â (6)	Common Stock	200,000	\$ (6)	I	See Explanation of Responses (1)
Series A-2 Preferred Stock	Â (6)	Â (6)	Common Stock	1,000,000	\$ (6)	I	See Explanation of Responses (1) (2) (4) (5)
Series A-3 Preferred Stock	Â (6)	Â (6)	Common Stock	2,172,948	\$ (6)	I	See Explanation of Responses (1) (2) (4) (5)
Series B Preferred Stock	Â (6)	Â (6)	Common Stock	222,366	\$ (6)	I	See Explanation of Responses (1) (3) (4) (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TPG Group Holdings (SBS) Advisors, Inc. C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102	Â	Â X	Â	Â
BONDERMAN DAVID C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102	Â	Â X	Â	Â
COULTER JAMES G C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102	Â	Â X	Â	Â

Signatures

By: Ronald Cami, Vice President, TPG Group Holdings (SBS) Advisors, Inc. (7) 10/25/2013

__Signature of Reporting Person

Date

By: Ronald Cami on behalf of David Bonderman (7)(8) 10/25/2013

__Signature of Reporting Person

Date

By: Ronald Cami on behalf of James G. Coulter (7)(8) 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).
- (1) David Bonderman and James G. Coulter are officers and sole shareholders of TPG Group Holdings (SBS) Advisors, Inc. ("Group Advisors" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the general partner of TPG Group Holdings (SBS), L.P., which is the sole member of TPG Holdings I-A, LLC, which is the general partner of TPG Holdings I, L.P., which is the sole member of TPG Biotechnology GenPar Advisors, LLC, which is the general partner of TPG Biotechnology GenPar, L.P., which is the general partner of each of TPG Biotechnology Partners, L.P. ("TPG Biotechnology") and TPG Biotech Reinvest AIV, L.P. ("TPG Biotech Reinvest" and, together with TPG Biotechnology, the "TPG Funds").
- (2) TPG Biotechnology directly holds 1,000,000 shares of Series A-1 Preferred Stock (the "Series A-1 Preferred") of Aerie Pharmaceuticals, Inc. (the "Issuer"), 5,000,000 shares of Series A-2 Preferred Stock (the "Series A-2 Preferred") of the Issuer and 10,864,738 shares of Series A-3 Preferred Stock (the "Series A-3 Preferred") of the Issuer.
- (3) TPG Biotech Reinvest directly holds 1,111,831 shares of Series B Preferred Stock (the "Series B Preferred") of the Issuer.
- (4) Because of the relationship between the Reporting Persons and the TPG Funds, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of the TPG Funds. Each Reporting Person and each of the TPG Funds disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's or such TPG Fund's pecuniary interest therein, if any.
- (5) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.
- (6) Pursuant to the Third Amended and Restated Certificate of Incorporation of the Issuer, the shares of Series A-1 Preferred, Series A-2 Preferred, Series A-3 Preferred and Series B Preferred are convertible, at the option of the holder, at any time into shares of Common Stock, par value \$0.001 per share, of the Issuer, at initial conversion rates in each case equal to 1 share of Common Stock per share of preferred stock. The initial conversion rates have been adjusted as a result of a 1-for-5 reverse stock split of the Issuer's Common Stock.

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Remarks:

(7)Â TheÂ ReportingÂ PersonsÂ areÂ jointlyÂ filingÂ thisÂ FormÂ 3Â pursuantÂ toÂ RuleÂ 16a-3(j)Â underÂ theÂ Excha

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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