

HENNER DENNIS
Form 4
January 12, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Clarus Lifesciences II, L.P.

2. Issuer Name and Ticker or Trading Symbol
AERIE PHARMACEUTICALS INC
[AERI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O CLARUS VENTURES,
LLC, 101 MAIN STREET, SUITE
1210

3. Date of Earliest Transaction
(Month/Day/Year)
01/08/2015

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

(Street)
CAMBRIDGE, MA 02142

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	01/08/2015		S		175,000	D	\$ 31.11
					3,324,259	D (2)	

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clarus Lifesciences II, L.P. C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142		X		
Clarus Ventures II GP, L.P. C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142		X		
Clarus Ventures II, LLC C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142		X		
GALAKATOS NICHOLAS C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142		X		
HENNER DENNIS C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142	X	X		
LIPTAK ROBERT C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142		X		

Simon Nicholas
 C/O CLARUS VENTURES, LLC
 101 MAIN STREET, SUITE 1210
 CAMBRIDGE, MA 02142 X

STEINMETZ MICHAEL
 C/O CLARUS VENTURES, LLC
 101 MAIN STREET, SUITE 1210
 CAMBRIDGE, MA 02142 X

WHEELER KURT
 C/O CLARUS VENTURES, LLC
 101 MAIN STREET, SUITE 1210
 CAMBRIDGE, MA 02142 X

Signatures

/s/ Robert Liptak, Manager of Clarus Ventures II, LLC, general partner of Clarus Ventures II GP, L.P., general partner of Clarus Lifesciences II, L.P. 01/12/2015
 Date
 __Signature of Reporting Person

/s/ Robert Liptak, Manager of Clarus Ventures II, LLC, general partner of Clarus Venture II GP, L.P. 01/12/2015
 Date
 __Signature of Reporting Person

/s/ Robert Liptak, Manager of Clarus Ventures II, LLC 01/12/2015
 Date
 __Signature of Reporting Person

/s/ Robert Liptak, on behalf of Dennis Henner 01/12/2015
 Date
 __Signature of Reporting Person

/s/ Robert Liptak, on behalf of Nicholas Galakatos 01/12/2015
 Date
 __Signature of Reporting Person

/s/ Robert Liptak 01/12/2015
 Date
 __Signature of Reporting Person

/s/ Robert Liptak, on behalf of Nicholas Simon 01/12/2015
 Date
 __Signature of Reporting Person

/s/ Robert Liptak, on behalf of Michael Steinmetz 01/12/2015
 Date
 __Signature of Reporting Person

/s/ Robert Liptak, on behalf of Kurt Wheeler 01/12/2015
 Date
 __Signature of Reporting Person

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) The price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$31.00 to \$31.25 per shares. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(2) Securities held of record by Clarus Lifesciences II, L.P. ("Clarus"). Clarus Ventures II GP, L.P. (the "GPLP"), as the sole general partner of Clarus, may be deemed to beneficially own certain of the shares held of record by Clarus. The GPLP disclaims beneficial ownership of all shares held of record by Clarus in which the GPLP does not have an actual pecuniary interest. Clarus Ventures II, LLC (the "GPLLC"), as the sole general partner of the GPLP, may be deemed to beneficially own certain of the shares held of record by Clarus. Each of Messrs. Galakatos, Henner, Liptak, Simon, Steinmetz and Wheeler, as individual Managing Directors of the GPLLC, may be deemed to beneficially own certain of the shares held of record by Clarus. Each of the GPLLC and Messrs. Galakatos, Henner, Liptak, Simon, Steinmetz and Wheeler disclaims beneficial ownership of all shares held of record by Clarus in which it or he, as applicable, does not have an actual pecuniary interest.

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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