

Aralez Pharmaceuticals Inc.

Form 4

November 30, 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 \*  
Harris Robert Paul

(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)  
11/28/2016

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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

**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)
			Code	V	Amount	(A) or (D) Price			
Common Shares, without par value	11/28/2016		M		20,000	A \$ <u>3.92</u> (1) (2)	614,094	D	
Common Shares, without par value	11/28/2016		S		20,000	D \$ <u>4.65</u> (3) (4)	594,094	D	
Common Shares,	11/29/2016		M		104,778	A \$ <u>3.92</u> (1) (2)	698,872	D	

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without  
par value

Common  
Shares,  
without  
par value

11/29/2016

S

104,778 D

\$

4.9929 594,094 D  
(3) (4) (5)

Common  
Shares,  
without  
par value

600,188

I

By  
spouse

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 required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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 Number Shares
Employee Stock Option (right to buy)	\$ 3.92 <sup>(1)</sup>	11/28/2016		M		20,000		<sup>(6)</sup>	12/01/2016	Common Shares, without par value	20,000
Employee Stock Option (right to buy)	\$ 3.92 <sup>(1)</sup>	11/29/2016		M		104,778		<sup>(6)</sup>	12/01/2016	Common Shares, without par value	104,778

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Harris Robert Paul  
C/O ARALEZ PHARMACEUTICALS INC.,

X

7100 WEST CREDIT AVENUE, SUITE 101  
MISSISSAUGA, A6 L5N 0E4

## Signatures

/s/ Eric L. Trachtenberg, attorney-in-fact for Robert Paul  
Harris

11/30/2016

\_\_\_\_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) Price is presented in Canadian dollars.
- (2) The exercises reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 16, 2016, as amended.
- (3) Price is presented in United States dollars.
- (4) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 16, 2016, as amended.  
  
This transaction was executed in multiple trades at prices ranging from \$4.76 to \$5.10. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (5) This transaction was executed in multiple trades at prices ranging from \$4.76 to \$5.10. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (6) The option was exercisable as of the Reporting Person's previous filing on Form 3, dated as of February 8, 2016.

### Remarks:

The transactions reported hereby relate to the exercise of employee stock options originally granted to the Reporting Person on

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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