

Nussbaum Ran
Form 3
December 29, 2017

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)

1. Name and Address of Reporting
Person *

Â Nussbaum Ran

(Last) (First) (Middle)

C/O ELOXX
PHARMACEUTICALS,
INC.,Â 950 WINTER STREET,
4TH FLOOR NORTH

(Street)

WALTHAM,Â MAÂ 02451

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/19/2017

3. Issuer Name **and** Ticker or Trading Symbol
Eloxx Pharmaceuticals, Inc. [SVOND]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (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 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 | 2,287,937 | I | By Pontifax Investment Fund ⁽¹⁾ |
| Common Stock | 4,900,249 | I | By Pontifax Investment Fund ⁽²⁾ |
| Common Stock | 381,518 | I | By Pontifax Investment Fund ⁽³⁾ |
| Common Stock | 783,664 | I | By Pontifax Investment Fund ⁽⁴⁾ |
| Common Stock | 423,703 | I | By Pontifax Investment Fund ⁽⁵⁾ |

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

SEC 1473 (7-02)

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information contained in this form are not
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 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

Nussbaum Ran
C/O ELOXX PHARMACEUTICALS, INC.
950 WINTER STREET, 4TH FLOOR NORTH
WALTHAM, MA 02451

X X X X

Signatures

/s/ Gregory Weaver, Attorney
in Fact

12/29/2017

__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) Represents shares of the Issuer held by Pontifax (Cayman) III, L.P. ("Cayman III"). Pontifax Management Fund III L.P. ("Pontifax III") is the general partner of Cayman III. Pontifax Management III G.P. (2011) Ltd. ("Management III") is the general partner of Pontifax III. Mr. Nussbaum is a Managing Partner of Management III. By virtue of this relationship, Mr. Nussbaum may be deemed to share voting and dispositive power with respect to the shares held by Cayman III. Mr. Nussbaum disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.

(2) Represents shares of the Issuer held by Pontifax (Israel) III, L.P. ("Israel III"). Pontifax III is the general partner of Israel III. Management III is the general partner of Pontifax III. Mr. Nussbaum is a Managing Partner of Management III. By virtue of this relationship, Mr. Nussbaum may be deemed to share voting and dispositive power with respect to the shares held by Israel III. Mr. Nussbaum disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.

(3) Represents shares of the Issuer held by Pontifax (Cayman) IV, L.P. ("Cayman IV"). Pontifax IV GP L.P. ("Pontifax IV") is the general partner of Cayman IV. Pontifax Management 4 G.P. (2015) Ltd. ("Management 4") is the general partner of Pontifax IV. Mr. Nussbaum is a Managing Partner of Management 4. By virtue of this relationship, Mr. Nussbaum may be deemed to share voting and dispositive power with respect to the shares held by Cayman IV. Mr. Nussbaum disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.

(4) Represents shares of the Issuer held by Pontifax (Israel) IV, L.P. ("Israel IV"). Pontifax IV is the general partner of Israel IV. Management 4 is the general partner of Pontifax IV. By virtue of this relationship, Mr. Nussbaum may be deemed to share voting and dispositive power with respect to the shares held by Israel IV. Mr. Nussbaum disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.

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Represents shares of the Issuer held by Pontifax (China) IV, L.P. ("China IV"). Pontifax IV is the general partner of China IV.

- (5) Management 4 is the general partner of Pontifax IV. By virtue of this relationship, Mr. Nussbaum may be deemed to share voting and dispositive power with respect to the shares held by China IV. Mr. Nussbaum disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.

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Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney.Â GregoryÂ Weaver,Â ChiefÂ FinancialÂ OfficerÂ ofÂ theÂ Issuer,Â isÂ signingÂ

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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