

STEINMETZ MICHAEL

Form 3

October 25, 2013

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 Clarus Lifesciences II, L.P.

(Last)

(First)

(Middle)

C/O CLARUS VENTURES,
LLC,Â 101 MAIN STREET,
SUITE 1210

(Street)

CAMBRIDGE,Â MAÂ 02142

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/25/2013

3. Issuer Name **and** Ticker or Trading Symbol

AERIE PHARMACEUTICALS INC [AERI]

4. Relationship of Reporting
Person(s) to Issuer5. 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)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****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)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

				Shares		or Indirect (I) (Instr. 5)	
Series B Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	2,727,272	\$ (1)	D (4)	Â
Series B Warrants	Â (2)	12/07/2019	Common Stock	184,812	\$ 0.05	D (4)	Â
Convertible Notes	Â (3)	Â (3)	Common Stock	420,222	\$ (3)	D (4)	Â

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,Â MAÂ 02142	Â	Â X	Â	Â
Clarus Ventures II GP, L.P. C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE,Â MAÂ 02142	Â	Â X	Â	Â
Clarus Ventures II, LLC C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE,Â MAÂ 02142	Â	Â X	Â	Â
GALAKATOS NICHOLAS C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE,Â MAÂ 02142	Â	Â X	Â	Â
HENNER DENNIS C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE,Â MAÂ 02142	Â X	Â X	Â	Â
LIPTAK ROBERT C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE,Â MAÂ 02142	Â	Â X	Â	Â
Simon Nicholas C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE,Â MAÂ 02142	Â	Â X	Â	Â
STEINMETZ MICHAEL C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210	Â	Â X	Â	Â

CAMBRIDGE, MA 02142

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.

10/25/2013

__Signature of Reporting Person

Date

/s/ Robert Liptak, Manager of Clarus Ventures II, LLC, general partner of Clarus Ventures II GP, L.P.

10/25/2013

__Signature of Reporting Person

Date

/s/ Robert Liptak, Manager of Clarus Ventures II, LLC

10/25/2013

__Signature of Reporting Person

Date

/s/ Robert Liptak, on behalf of Nicholas Galakatos

10/25/2013

__Signature of Reporting Person

Date

/s/ Robert Liptak, on behalf of Dennis Henner

10/25/2013

__Signature of Reporting Person

Date

/s/ Robert Liptak

10/25/2013

__Signature of Reporting Person

Date

/s/ Robert Liptak, on behalf of Nicholas Simon

10/25/2013

__Signature of Reporting Person

Date

/s/ Robert Liptak, on behalf of Michael Steinmetz

10/25/2013

__Signature of Reporting Person

Date

/s/ Robert Liptak, on behalf of Kurt Wheeler

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) The Series B Convertible Preferred Stock will be automatically converted into Common Stock on a 1 for 5 basis without payment of further consideration upon the closing of the Issuer's initial public offering and has no expiration date.

(2) The warrants are immediately exercisable.

(3) The Convertible Notes will be automatically converted into Common Stock on a 10 for 1 basis without payment of further consideration upon the closing of the Issuer's initial public offering and has no expiration date.

(4) 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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