

AERIE PHARMACEUTICALS INC
 Form 3/A
 November 25, 2013

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated 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)

| | | | | | |
|---|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â DUYK GEOFFREY M</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><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>10/25/2013</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|--|

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> |
|--|--|---|--|

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>Date Exercisable Expiration Date</p> | <p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of</p> | <p>4. Conversion or Exercise Price of Derivative Security</p> | <p>5. Ownership Form of Derivative Security: Direct (D)</p> | <p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|---|--|--|---|---|--|

| Stock Option (right to buy) (1) (2) (3) | Â (1) | Â (1) | Common Stock | Shares | \$ 3.15 | or Indirect (I) (Instr. 5) | D | Â |
|--|-------|-------|-----------------|--------|---------|----------------------------------|---|---|
| | | | | 28,000 | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DUYK GEOFFREY M C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102 | Â X | Â | Â | Â |

Signatures

By: Ronald Cami on behalf of Geoffrey M. Duyk (4) 11/25/2013

**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 stock options ("Options") reported herein were omitted from Dr. Geoffrey M. Duyk's original Form 3. The Options were granted pursuant to the Aerie Pharmaceuticals, Inc. 2005 Stock Option Plan. The shares of Common Stock ("Common Stock"), par value \$0.001 per share, of Aerie Pharmaceuticals, Inc. (the "Issuer") subject to the Options will vest in equal monthly installments over the 36 months following the grant. The Options were granted on September 12, 2013 and are exercisable until September 12, 2023.
 - (2) Dr. Duyk is a TPG Partner. TPG is affiliated with TPG Biotechnology Partners, L.P. and TPG Biotech Reinvest AIV, L.P. (collectively, the "TPG Funds"), which hold shares of Common Stock.
 - (3) Dr. Duyk disclaims beneficial ownership of all of the securities that are or may be beneficially owned by the TPG Funds or any of their affiliates. 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 Dr. Duyk is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any equity securities of the Issuer for purposes of Section 16 of the Exchange Act or otherwise.

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Remarks:

(4)Â RonaldÂ CamiÂ isÂ signingÂ onÂ behalfÂ ofÂ Dr.Â DuykÂ pursuantÂ toÂ theÂ authorizationÂ andÂ designationÂ le

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.