

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: 3235-0104Expires: 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 DUYK GEOFFREY M

(Last) (First) (Middle)

C/O TPG GLOBAL, LLC,Â 301  
COMMERCE STREET, SUITE  
3300

(Street)

FORT WORTH,Â TXÂ 76102

(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 Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer ☐ Other  
(give title below) (specify below)5. If Amendment, Date Original  
Filed(Month/Day/Year)

10/25/2013

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)	
Stock Option (right to buy) (1) (2) (3)	Â (1)	Â (1)	Common Stock	28,000	\$ 3.15	D	Â

## 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.