

AERIE PHARMACEUTICALS INC
 Form 4
 July 11, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SOFINNOVA VENTURE PARTNERS VII L P

(Last) (First) (Middle)

C/O SOFINNOVA VENTURES, 3000 SAND HILL ROAD, 4-250

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 AERIE PHARMACEUTICALS INC [AERI]

3. Date of Earliest Transaction (Month/Day/Year)
 07/09/2014

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 X 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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	07/09/2014		S	D	1,000,000	\$ 24.0013	D ⁽¹⁾
Common Stock	07/10/2014		S	D	8,022	\$ 25.8078	0 D ⁽²⁾

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

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SEC 1474 (9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOFINNOVA VENTURE PARTNERS VII L P C/O SOFINNOVA VENTURES 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025		X		
Sofinnova Management VII, L.L.C. C/O SOFINNOVA VENTURES 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025		X		
HEALY JAMES C/O SOFINNOVA VENTURES 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025		X		
Buatois Eric C/O SOFINNOVA VENTURES 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025		X		
POWELL MICHAEL C/O SOFINNOVA VENTURES 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025		X		

Signatures

/s/ Nathalie Auber, Attorney-in-Fact for Sofinnova Venture Partners VII, L.P.

07/11/2014

**Signature of Reporting Person

Date

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/s/ Nathalie Auber, Attorney-in-Fact for Sofinnova Management VII, L.L.C.	07/11/2014
__Signature of Reporting Person	Date
/s/ Nathalie Auber, Attorney-in-Fact for James Healy	07/11/2014
__Signature of Reporting Person	Date
/s/ Nathalie Auber, Attorney-in-Fact for Eric Buatois	07/11/2014
__Signature of Reporting Person	Date
/s/ Nathalie Auber, Attorney-in-Fact for Michael Powell	07/11/2014
__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).

The securities are owned directly by Sofinnova Venture Partners VII, L.P. ("SV VII"). Sofinnova Management VII, L.L.C. ("SV VII LLC"), the general partner of SV VII, James Healy, Michael Powell, and Eric Buatois, the managing members of SV VII LLC, and

(1) Anand Mehra, a director of the Issuer, may be deemed to have shared voting and dispositive power over the shares owned by SV VII. Such persons and entities disclaim beneficial ownership over the shares owned by SV VII except to the extent of any pecuniary interest therein.

The securities are owned directly by SV VII LLC, and James Healy, Michael Powell, and Eric Buatois, the managing members of SV VII LLC, and Anand Mehra, a director of the Issuer, may be deemed to have shared voting and dispositive power over the shares owned by SV VII LLC. Such persons and entities disclaim beneficial ownership over the shares owned by SV VII LLC except to the extent of any pecuniary interest therein.

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.