

MITRO THOMAS A
Form 4
August 29, 2018

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 *
MITRO THOMAS A

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President and COO

(Last) (First) (Middle)
C/O AERIE
PHARMACEUTICALS, INC., 4301
EMPEROR BLVD., SUITE 400
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/27/2018

DURHAM, NC 27703
(City) (State) (Zip)

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

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 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/27/2018		M		182,668	A	\$ 3.15
Common Stock	08/27/2018		M		7,332	A	\$ 3.15
Common Stock	08/27/2018		S		189,549	D	\$ 60.2667 (1) (2)
Common Stock	08/27/2018		S		451	D	\$ 61.0051

(2) (3)

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

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(9-02)

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 3.15	08/27/2018		M	182,668	08/05/2017	08/26/2023	Common Stock	182,668
Option (Right to Buy)	\$ 3.15	08/27/2018		M	7,332	08/05/2017	09/12/2023	Common Stock	7,332

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MITRO THOMAS A
C/O AERIE PHARMACEUTICALS, INC.
4301 EMPEROR BLVD., SUITE 400
DURHAM, NC 27703

President and COO

Signatures

/s/ Richard J. Rubino, Attorney-in-Fact for Thomas A. Mitro

08/29/2018

**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).

(1) The price reported in Column 4 is a weighted average price. These shares were sold pursuant to the reporting person's Rule 10b5-1 plan in multiple transactions at prices ranging from \$60.00 to \$60.95, inclusive.

(2)

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The reporting person undertakes to provide the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 1 and 3 to this Form 4.

- (3) The price reported in Column 4 is a weighted average price. These shares were sold pursuant to the reporting person's Rule 10b5-1 plan in multiple transactions at prices ranging from \$61.00 to \$61.05, inclusive.

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.