

AILERON THERAPEUTICS INC

Form 3

June 28, 2017

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 ROCHE HOLDING LTD

(Last) (First) (Middle)

GRENZACHERSTRASSE 122

(Street)

BASEL,Â V8Â CH4070

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/28/2017

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

AILERON THERAPEUTICS INC [ALRN]

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 Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Series D Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	341,238	\$ <u>(1)</u>	D <u>(5)</u>	Â
Series E-2 Preferred Stock	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	74,043	\$ <u>(2)</u>	D <u>(5)</u>	Â
Series E-3 Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	64,224	\$ <u>(3)</u>	D <u>(5)</u>	Â
Series F Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	99,586	\$ <u>(4)</u>	D <u>(5)</u>	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROCHE HOLDING LTD GRENZACHERSTRASSE 122 BASEL,Â V8Â CH4070	Â	Â X	Â	Â
ROCHE FINANCE LTD GRENZACHERSTRASSE 124 BASEL,Â V8Â CH4070	Â	Â X	Â	Â

Signatures

/s/ Dr. Beat
Kraehenmann 06/28/2017

__Signature of Reporting
Person Date

/s/ Dr. Urs Jaisli 06/28/2017

__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).

The Series D Preferred Stock is convertible into Common Stock on a 9.937-for-one basis into the number of shares of Common Stock
(1) shown in column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.

The Series E-2 Preferred Stock is convertible into Common Stock on a 9.937-for-one basis into the number of shares of Common Stock
(2) shown in column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.

The Series E-2 Preferred Stock is convertible into Common Stock on a 9.937-for-one basis into the number of shares of Common Stock
(3) shown in column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.

The Series F Preferred Stock is convertible into Common Stock on a 9.937-for-one basis into the number of shares of Common Stock
(4) shown in column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.

(5) Roche Finance Ltd is the direct beneficial owner of these securities of the Issuer. Roche Finance Ltd is a wholly owned subsidiary of Roche Holding Ltd. Roche Holding Ltd is the indirect beneficial owner of these securities of the Issuer. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein, if any. Each Reporting Person also disclaims

Edgar Filing: AILERON THERAPEUTICS INC - Form 3

beneficial ownership of any securities of the Issuer that may be or are beneficially owned by any other person or persons other than such Reporting Person. This Form 3 shall not be deemed an admission that any Reporting Person or other person is a beneficial owner of any securities of the Issuer for any purpose, other than the securities reported in this Form 3.

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.