

AERIE PHARMACEUTICALS INC
 Form 4
 November 01, 2013

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 *
 TPG Group Holdings (SBS) Advisors, Inc.

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

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

(Last) (First) (Middle)
 C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/30/2013

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

FORT WORTH, TX 76102
 (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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/30/2013		C		3,595,314	A	<u>(2)</u> <u>(3)</u>	3,595,314	I	See Explanation of Responses <u>(1)</u> <u>(6)</u> <u>(7)</u>
Common Stock	10/30/2013		J		508,152	A	<u>(4)</u>	4,103,466	I	See Explanation of Responses <u>(1)</u> <u>(6)</u> <u>(7)</u>

Common Stock	10/30/2013	P	284,000	A	(5)	4,387,466	I	See Explanation of Responses (1) (6) (7)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (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 of Number of Shares
Series A-1 Preferred Stock	(2) (3)	10/30/2013		C	1,000,000	(2)(3) (2)(3)	Common Stock 200,000
Series A-2 Preferred Stock	(2) (3)	10/30/2013		C	5,000,000	(2)(3) (2)(3)	Common Stock 1,000,000
Series A-3 Preferred Stock	(2) (3)	10/30/2013		C	10,864,738	(2)(3) (2)(3)	Common Stock 2,172,900
Series B Preferred Stock	(2) (3)	10/30/2013		C	1,111,831	(2)(3) (2)(3)	Common Stock 222,360

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

TPG Group Holdings (SBS) Advisors, Inc.
C/O TPG GLOBAL, LLC
301 COMMERCE STREET, SUITE 3300
FORT WORTH, TX 76102 X

BONDERMAN DAVID
C/O TPG GLOBAL, LLC
301 COMMERCE STREET, SUITE 3300
FORT WORTH, TX 76102 X

COULTER JAMES G
C/O TPG GLOBAL, LLC
301 COMMERCE STREET, SUITE 3300
FORT WORTH, TX 76102 X

Signatures

/s/ Ronald Cami, Vice President, TPG Group Holdings (SBS) Advisors, Inc. (8) 11/01/2013
 __Signature of Reporting Person Date

/s/ Ronald Cami, on behalf of David Bonderman (8) (9) 11/01/2013
 __Signature of Reporting Person Date

/s/ Ronald Cami, on behalf of James G. Coulter (8) (9) 11/01/2013
 __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).
 David Bonderman and James G. Coulter are officers and sole shareholders of TPG Group Holdings (SBS) Advisors, Inc. ("Group Advisors" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the general partner of TPG Group Holdings (SBS), L.P., which is the sole member of TPG Holdings I-A, LLC, which is the general partner of TPG Holdings I, L.P., which is the sole member of TPG Biotechnology GenPar Advisors, LLC, which is the general partner of TPG Biotechnology GenPar, L.P., which is the general partner of each of TPG Biotechnology Partners, L.P. ("TPG Biotechnology"), which directly holds 3,552,948 shares of Common Stock ("Common Stock") of Aerie Pharmaceuticals, Inc. (the "Issuer"), and TPG Biotech Reinvest AIV, L.P. ("TPG Biotech Reinvest" and, together with TPG Biotechnology, the "TPG Funds"), which directly holds 834,518 shares of Common Stock.
 On October 30, 2013, (a) the shares of Series A-1 Preferred Stock of the Issuer (the "Series A-1 Preferred") held by TPG Biotechnology mandatorily converted into 200,000 shares of Common Stock, (b) the shares of Series A-2 Preferred Stock of the Issuer (the "Series A-2 Preferred") held by TPG Biotechnology mandatorily converted into 1,000,000 shares of Common Stock, (c) the shares of Series A-3 Preferred Stock of the Issuer (the "Series A-3 Preferred") held by TPG Biotechnology mandatorily converted into 2,172,948 shares of Common Stock and (d) the shares of Series B Preferred Stock (the "Series B Preferred") held by TPG Biotech Reinvest mandatorily converted into 222,366 shares of Common Stock.
 Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer, as amended, the shares of Series A-1 Preferred, Series A-2 Preferred, Series A-3 Preferred and Series B Preferred had been convertible, at the option of the holder, at any time into shares of Common Stock at initial conversion rates in each case equal to one share of Common Stock per share of preferred stock. The initial conversion rates were adjusted as a result of a 1-for-5 reverse stock split of the Common Stock.
 As a result of the closing of the Issuer's initial public offering on October 30, 2013, promissory notes held by TPG Biotech Reinvest with an aggregate principal amount and accrued interest of \$5,081,521 converted into 508,152 shares of Common Stock.
 On October 30, 2013, the TPG Funds acquired an aggregate of 284,000 shares of Common Stock at a price of \$10.00 per share as part of the Issuer's initial public offering.

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- (6) Because of the relationship between the Reporting Persons and the TPG Funds, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of the TPG Funds. Each Reporting Person and each of the TPG Funds disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's or such TPG Fund's pecuniary interest therein, if any.
- (7) 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 the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

Remarks:

(8) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

(9) Ronald Cami is signing on behalf of both Messrs. Bonderman and Coulter pursuant to authorization and designation letter

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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