

STEINMETZ MICHAEL
Form 3
October 25, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Clarus Lifesciences II, L.P.		(Month/Day/Year)	AERIE PHARMACEUTICALS INC [AERI]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
			(Check all applicable)	
C/O CLARUS VENTURES, LLC,Â 101 MAIN STREET, SUITE 1210			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below) (specify below)	
CAMBRIDGE,Â MAÂ 02142			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> 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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

				Shares		or Indirect (I) (Instr. 5)	
Series B Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	2,727,272	\$ (1)	D (4)	Â
Series B Warrants	Â (2)	12/07/2019	Common Stock	184,812	\$ 0.05	D (4)	Â
Convertible Notes	Â (3)	Â (3)	Common Stock	420,222	\$ (3)	D (4)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clarus Lifesciences II, L.P. C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142	Â	Â X	Â	Â
Clarus Ventures II GP, L.P. C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142	Â	Â X	Â	Â
Clarus Ventures II, LLC C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142	Â	Â X	Â	Â
GALAKATOS NICHOLAS C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142	Â	Â X	Â	Â
HENNER DENNIS C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142	Â X	Â X	Â	Â
LIPTAK ROBERT C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142	Â	Â X	Â	Â
Simon Nicholas C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142	Â	Â X	Â	Â
STEINMETZ MICHAEL C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210	Â	Â X	Â	Â

CAMBRIDGE, MA 02142

WHEELER KURT

C/O CLARUS VENTURES, LLC

101 MAIN STREET, SUITE 1210

CAMBRIDGE, MA 02142

X

Signatures

/s/ Robert Liptak, Manager of Clarus Ventures II, LLC, general partner of Clarus Ventures II GP, L.P., general partner of Clarus Lifesciences II, L.P.	10/25/2013
Signature of Reporting Person	Date
/s/ Robert Liptak, Manager of Clarus Ventures II, LLC, general partner of Clarus Ventures II GP, L.P.	10/25/2013
Signature of Reporting Person	Date
/s/ Robert Liptak, Manager of Clarus Ventures II, LLC	10/25/2013
Signature of Reporting Person	Date
/s/ Robert Liptak, on behalf of Nicholas Galakatos	10/25/2013
Signature of Reporting Person	Date
/s/ Robert Liptak, on behalf of Dennis Henner	10/25/2013
Signature of Reporting Person	Date
/s/ Robert Liptak	10/25/2013
Signature of Reporting Person	Date
/s/ Robert Liptak, on behalf of Nicholas Simon	10/25/2013
Signature of Reporting Person	Date
/s/ Robert Liptak, on behalf of Michael Steinmetz	10/25/2013
Signature of Reporting Person	Date
/s/ Robert Liptak, on behalf of Kurt Wheeler	10/25/2013
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 Series B Convertible Preferred Stock will be automatically converted into Common Stock on a 1 for 5 basis without payment of further consideration upon the closing of the Issuer's initial public offering and has no expiration date.
- (2) The warrants are immediately exercisable.
- (3) The Convertible Notes will be automatically converted into Common Stock on a 10 for 1 basis without payment of further consideration upon the closing of the Issuer's initial public offering and has no expiration date.

Securities held of record by Clarus Lifesciences II, L.P. ("Clarus"). Clarus Ventures II GP, L.P. (the "GPLP"), as the sole general partner of Clarus, may be deemed to beneficially own certain of the shares held of record by Clarus. The GPLP disclaims beneficial ownership of all shares held of record by Clarus in which the GPLP does not have an actual pecuniary interest. Clarus Ventures II, LLC (the "GPLLC"), as the sole general partner of the GPLP, may be deemed to beneficially own certain of the shares held of record by Clarus.

- (4) Each of Messrs. Galakatos, Henner, Liptak, Simon, Steinmetz and Wheeler, as individual Managing Directors of the GPLLC, may be deemed to beneficially own certain of the shares held of record by Clarus. Each of the GPLLC and Messrs. Galakatos, Henner, Liptak, Simon, Steinmetz and Wheeler disclaims beneficial ownership of all shares held of record by Clarus in which it or he, as applicable, does not have an actual pecuniary interest.

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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