

AILERON THERAPEUTICS INC

Form 4

July 05, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Novartis Bioventures Ltd

2. Issuer Name and Ticker or Trading
Symbol
AILERON THERAPEUTICS INC
[ALRN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
07/05/2017

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

C/O NOVARTIS
INTERNATIONAL
AG, WSJ-200.220

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

BASEL, V8 CH-4002

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
Common Stock	07/05/2017		C	2,277,515	A <u>1</u> 2,277,515	D <u>(2)</u>	
Common Stock	07/05/2017		P	<u>266,667</u> (3)	A \$ 15 2,544,182	D <u>(2)</u>	

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

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information contained in this form are not
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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series C Preferred Stock	<u>(1)</u>	07/05/2017		C	2,967,025	<u>(1)</u> <u>(1)</u>	Common Stock 298,583
Series C-2 Preferred Stock	<u>(1)</u>	07/05/2017		C	4,238,607	<u>(1)</u> <u>(1)</u>	Common Stock 426,547
Series D Preferred Stock	<u>(1)</u>	07/05/2017		C	6,781,770	<u>(1)</u> <u>(1)</u>	Common Stock 682,476
Series E-2 Preferred Stock	<u>(1)</u>	07/05/2017		C	2,644,558	<u>(1)</u> <u>(1)</u>	Common Stock 266,132
Series E-3 Preferred Stock	<u>(1)</u>	07/05/2017		C	2,293,829	<u>(1)</u> <u>(1)</u>	Common Stock 230,837
Series F Preferred Stock	<u>(1)</u>	07/05/2017		C	3,705,882	<u>(1)</u> <u>(1)</u>	Common Stock 372,937

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Novartis Bioventures Ltd C/O NOVARTIS INTERNATIONAL AG WSJ-200.220 BASEL, V8 CH-4002		X		
NOVARTIS AG LICHTSTRASSE 35 BASEL, V8 CH 4056		X		

Signatures

/s/ Bartosz Dzikowski, authorized
signatory

07/05/2017

__Signature of Reporting Person

Date

/s/ Stephan Sandmeier, authorized
signatory

07/05/2017

__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 Series C, Series C-2, Series D, Series E-2, Series E-3 and Series F Preferred Stock converted into Common Stock on a 9.937-for-one basis upon the closing of the Issuer's initial public offering without payment of consideration. The Series C, Series C-2, Series D, Series E-2, Series E-3 and Series F Preferred Stock were convertible at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares had no expiration date.
- (2) The shares are directly owned by Novartis Bioventures Ltd. Novartis Bioventures Ltd. is a wholly-owned indirect subsidiary of Novartis AG, which is an indirect beneficial owner of the reported securities.
- (3) Novartis Bioventures Ltd., a wholly-owned indirect subsidiary of Novartis AG, acquired 266,667 shares of Common Stock in the Issuer's initial public offering.

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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