

AERIE PHARMACEUTICALS INC  
 Form 4  
 February 16, 2017

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

OMB APPROVAL

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**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 \*  
**DUYK GEOFFREY M**

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/14/2017

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

C/O TPG GLOBAL, LLC, 301  
 COMMERCE STREET, SUITE  
 3300

(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  
 Form filed by More than One Reporting Person

FORT WORTH, TX 76102

(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) |        |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |        |   |  |
| Common Stock                    | 02/14/2017                           |  | M                              |   | 6,667   | A  | \$ 19.5   | 10,067 | D |  |
| Common Stock                    | 02/14/2017                           |  | F                              |   | 2,770   | D  | \$ 46.95  | 7,297  | D |  |
| Common Stock                    | 02/14/2017                           |  | M                              |   | 10,000  | A  | \$ 32.3   | 17,297 | D |  |
| Common Stock                    | 02/14/2017                           |  | F                              |   | 6,880   | D  | \$ 46.95  | 10,417 | D |  |
|                                 | 02/14/2017                           |  | M                              |   | 13,500  | A  | \$ 17.55  | 23,917 | D |  |

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|              |            |  |   |        |   |                          |          |
|--------------|------------|--|---|--------|---|--------------------------|----------|
| Common Stock |            |  |   |        |   |                          |          |
| Common Stock | 02/14/2017 |  | F | 5,047  | D | \$ 46.95                 | 18,870 D |
| Common Stock | 02/14/2017 |  | M | 28,000 | A | \$ 3.15                  | 46,870 D |
| Common Stock | 02/14/2017 |  | F | 1,879  | D | \$ 46.95                 | 44,991 D |
| Common Stock | 02/14/2017 |  | S | 20,795 | D | \$<br><u>(1)</u> 46.4563 | 24,196 D |
| Common Stock | 02/15/2017 |  | S | 20,796 | D | \$<br><u>(2)</u> 46.8089 | 3,400 D  |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy)                | \$ 19.5  | 02/14/2017                           |  | M                              | 6,667   | <u>(3)</u> 06/08/2026                                    | Common Stock  | 6,667                         |
| Stock Option (right to buy)                | \$ 32.3  | 02/14/2017                           |  | M                              | 10,000  | <u>(4)</u> 04/10/2025                                    | Common Stock  | 10,000                        |
| Stock Option (right to buy)                | \$ 17.55   | 02/14/2017                           |  | M                              | 13,500  | <u>(5)</u> 06/11/2024                                    | Common Stock  | 13,500                        |

|                                      |         |            |   |        |            |            |                 |        |
|--------------------------------------|---------|------------|---|--------|------------|------------|-----------------|--------|
| Stock<br>Option<br>(right to<br>buy) | \$ 3.15 | 02/14/2017 | M | 28,000 | <u>(6)</u> | 09/12/2023 | Common<br>Stock | 28,000 |
|--------------------------------------|---------|------------|---|--------|------------|------------|-----------------|--------|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| DUYK GEOFFREY M<br>C/O TPG GLOBAL, LLC<br>301 COMMERCE STREET, SUITE 3300<br>FORT WORTH, TX 76102 | X             |           |         |       |

## Signatures

|   |            |
|---|------------|
| /s/ Richard J. Rubino, Attorney-in-Fact for Geoffrey M.<br>Duyk | 02/16/2017 |
| **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 price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$46.20 to \$47.05, inclusive. 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 purchased at each separate price within the range set forth in this footnote.

(2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$46.20 to \$47.45, inclusive. 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 purchased at each separate price within the range set forth in this footnote.

(3) This option vested ratably on each of the first eight monthly anniversaries of June 8, 2016 and, subject to the reporting person's continued service on the board of directors of the issuer through the applicable vesting date, is scheduled to vest ratably on each of the following four monthly anniversaries of such date.

(4) This option vested ratably on each of the first 12 monthly anniversaries of April 10, 2015.

(5) This option vested fully on June 11, 2015.

(6) This option vested ratably on each of the first 36 monthly anniversaries of September 12, 2013.

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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