

GREAT POINT PARTNERS LLC

Form 4

September 14, 2018

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 *
GREAT POINT PARTNERS LLC

2. Issuer Name **and** Ticker or Trading
Symbol
Foamix Pharmaceuticals Ltd.
[FOMX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
165 MASON STREET, 3RD
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
09/13/2018

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

(Street)
GREENWICH, CT 06830

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

(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 Ownership (Instr. 4)
Common Stock			Code V	Amount (D) Price	4,781,708 ⁽¹⁾	I	Investment Manager ⁽²⁾

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
required to respond unless the form
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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)**

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GREAT POINT PARTNERS LLC 165 MASON STREET 3RD FLOOR GREENWICH, CT 06830	Former 10% Owner
JAY JEFFREY R C/O GREAT POINT PARTNERS, LLC 165 MASON STREET, 3RD FLOOR GREENWICH, CT 06830	Former 10% Owner
KROIN DAVID C/O GREAT POINT PARTNERS, LLC 165 MASON STREET, 3RD FLOOR GREENWICH, CT 06830	Former 10% Owner

Signatures

/s/ Dr. Jeffrey R. Jay, M.D.Senior	09/14/2018
<u> </u> Signature of Reporting Person	Date
/s/ Dr. Jeffrey R. Jay, M.D.	09/14/2018
<u> </u> Signature of Reporting Person	Date
/s/ David Kroin	09/14/2018
<u> </u> 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) Consists of 1,400,081 shares owned by Biomedical Value Fund, L.P. ("BVF"), 1,809,973 shares owned by Biomedical Offshore Value Fund, Ltd. ("BOVF"), 1,395,476 shares owned by GEF-SMA, L.P. ("GEF-SMA"), and 176,178 shares owned by Class D Series of

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GEF-PS, LP ("GEF-PS").

Great Point Partners, LLC ("Great Point") is the investment manager of each of BVF, BOVF, GEF-SMA and GEF-PS, and by virtue of such status may be deemed to be the beneficial owner of the shares owned by each of them. Each of Dr. Jeffrey R. Jay, M.D. ("Dr.

- (2) Jay"), as senior managing member of Great Point, and Mr. David Kroin ("Mr. Kroin"), as special managing member of Great Point, has voting and investment power with respect to such shares, and therefore may be deemed to be the beneficial owner of such shares. Great Point, Dr. Jay and Mr. Kroin disclaim beneficial ownership of such shares except to the extent of their respective pecuniary interests.

Remarks:

On September 13, 2018, the Issuer conducted an offering of its common stock. As a result of the issuance of such additional shares

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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