UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 12, 2018

Aerie Pharmaceuticals, Inc.
(Exact name of registrant as specified in its charter)

Delaware	001-36152	20-3109565
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

4301 Emperor Boulevard, Suite 400
Durham, North Carolina 27703
(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (919) 237-5300

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On September 12, 2018, the Board of Directors (the "Board") of Aerie Pharmaceuticals, Inc. (the "Company") appointed David W. Gryska to serve as a Class II director to fill an existing vacancy on the Board, approved an increase in the size of the Audit Committee of the Board (the "Audit Committee") from three members to four members and appointed Mr. Gryska as a member of the Audit Committee. Mr. Gryska's appointment to the Board and the Audit Committee is effective immediately and he will hold office until the Class II term expires at the Company's 2021 annual meeting of stockholders and his successor is duly elected and qualified or, if earlier, his death, resignation or removal. Mr. Gryska was previously a member of the Board from May of 2012 through May of 2015.

In connection with the appointment of Mr. Gryska to the Board and the Audit Committee, the Board has determined that Mr. Gryksa qualifies as an "independent director" under the rules and regulations of the NASDAQ Stock Market and the Securities and Exchange Act of 1934, as amended. The Board has further determined that Mr. Gryksa qualifies as an "audit committee financial expert" pursuant to the provisions of Item 407(d)(5) of Regulation S-K.

Mr. Gryska will receive compensation for his service in accordance with the Company's Non-Employee Director Compensation Program, under which he will receive a pro-rated annual retainer of $40,000 for his service as a non-employee director. In addition, Mr. Gryska will be eligible to receive a one-time initial option award to purchase 25,000 shares of common stock of the Company, which will vest quarterly over a three-year period, subject to his continued service on the Board through each applicable vesting date.

There is no arrangement or understanding between Mr. Gryska and any other person pursuant to which Mr. Gryska was appointed as a director of the Company. Mr. Gryska does not have any related party transactions that are required to be disclosed under Item 5.02(d)(4) of Form 8-K and Item 404(a) of Regulation S-K.

On September 12, 2018, the Company issued a press release announcing the appointment of Mr. Gryska to the Board. A copy of the press release is attached as Exhibit 99.1 hereto and is hereby incorporated by reference into this Item 5.02.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release dated September 12, 2018.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AERIE PHARMACEUTICALS, INC.

Date: September 12, 2018

By: /s/ Richard J. Rubino
Richard J. Rubino
Chief Financial Officer

Exhibit 99.1

Aerie Pharmaceuticals Appoints David W. Gryska to the Company's Board of Directors

DURHAM, N.C. – September 12, 2018 – Aerie Pharmaceuticals, Inc. (NASDAQ:AERI), an ophthalmic pharmaceutical company focused on the discovery, development and commercialization of first-in-class therapies for the treatment of patients with open-angle glaucoma, retina diseases and other diseases of the eye, today announced that David W. Gryska has been appointed to the Company's Board of Directors and will also be a member of the Audit Committee of the Board. David brings extensive executive level healthcare-focused and financial leadership experience from large global biopharmaceutical firms.

Mr. Gryska recently announced his planned retirement at the end of 2018 as the Chief Financial Officer and Executive Vice President of Incyte Corp., and is currently on the boards of Seattle Genetics, Inc. and PDL BioPharma, Inc. Previously, he held the position of President, CEO, COO and Director at Myrexis, Inc., Chief Financial Officer and Senior Vice President at Celgene Corp., and Chief Financial Officer and Senior Vice President at Scios, Inc. Mr. Gryska has spent over 20 years as a senior executive at life science and biotechnology companies with extensive experience relating to financings, acquisitions, global expansion and strategic transactions. Mr. Gryska was previously a member of Aerie's Board of Directors from May of 2012 through May of 2015.

"We are pleased to welcome Dave back to the Company's Board. He brings a tremendous amount of experience and strategic vision as Aerie moves forward into our most exciting period, from our successful Rhopressa® launch, potential Roclatan™ regulatory approval, our global expansion and pursuit of new opportunities in our pipeline, including for retina diseases. He will be a highly valued contributor as we continue to build a major ophthalmic pharmaceutical company," said Vicente Anido, Jr., Ph.D., Chairman and Chief Executive Officer at Aerie.

About Aerie Pharmaceuticals, Inc.

Aerie is an ophthalmic pharmaceutical company focused on the discovery, development and commercialization of first-in-class therapies for the treatment of patients with open-angle glaucoma, retina diseases and other diseases of the eye. Aerie's first product, Rhopressa® (netarsudil ophthalmic solution) 0.02%, a once-daily eyedrop approved by the U.S. Food and Drug Administration (FDA) for the reduction of elevated intraocular pressure (IOP) in patients with open-angle glaucoma or ocular hypertension, was launched in the United States in April 2018. In clinical trials of Rhopressa®, the most common adverse reactions were conjunctival hyperemia, cornea verticillata, instillation site pain, and conjunctival hemorrhage. More information about Rhopressa®, including the full product label, is available at www.rhopressa.com. Aerie's advanced-stage product candidate, Roclatan™ (netarsudil/latanoprost ophthalmic solution) 0.02%/0.005%, a fixed-dose combination of Rhopressa® and the widely-prescribed PGA (prostaglandin analog) latanoprost, achieved its 3-month primary efficacy endpoint in two Phase 3 registration trials, Mercury 1 and Mercury 2, and also showed safety and efficacy throughout 12 months in Mercury 1. Aerie submitted the Roclatan™ New Drug

Application (NDA) in May 2018 and, in July 2018, the FDA set the PDUFA (Prescription Drug User Fee Act) goal date for the completion of the FDA's review of the Roclatan™ NDA for March 14, 2019. Aerie continues to focus on global expansion and the development of additional product candidates and technologies in ophthalmology, including for wet age-related macular degeneration and diabetic macular edema. More information is available at www.aeriepharma.com.

Forward-Looking Statements

This press release contains forward-looking statements for purposes of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. We may, in some cases, use terms such as "predicts," "believes," "potential," "proposed," "continue," "estimates," "anticipates," "expects," "plans," "intends," "may," "could," "might," "will," "should," "exploring," "pursuing", "opportunities" or other words that convey uncertainty of future events or outcomes to identify these forward-looking statements. Forward-looking statements include statements regarding our intentions, beliefs, projections, outlook, analyses or current expectations concerning, among other things: our expectations regarding the commercial launch and sales of Rhopressa® and Roclatan™ and any future product candidates, if approved; our commercialization, marketing, manufacturing and supply management capabilities and strategies; third-party payer coverage and reimbursement of Rhopressa® and Roclatan™ and any future product candidates, if approved; the glaucoma patient market size and the rate and degree of market adoption of Rhopressa® and Roclatan™ and any future product candidates, if approved, by eye-care professionals and patients; the timing cost or other aspects of the commercial launch of Rhopressa® and Roclatan™ and any future product candidates, if approved; the success, timing and cost of our ongoing and anticipated preclinical studies and clinical trials for Rhopressa®, with respect to regulatory approval outside the United States, and Roclatan™ and any future product candidates, including statements regarding the timing of initiation and completion of the studies and trials; our expectations regarding the effectiveness of Rhopressa®, Roclatan™ and any future product candidates and results of our clinical trials and any potential preclinical studies; the timing of and our ability to request, obtain and maintain FDA or other regulatory authority approval of, or other action with respect to, as applicable, Rhopressa®, Roclatan™ and any future product candidates in the United States, Canada, Europe, Japan and elsewhere, including the expected timing of, and regulatory and/or other review of, filings for, as applicable, Rhopressa®, Roclatan™ and any future product candidates; the potential advantages of Rhopressa®, Roclatan™ and any future product candidates; our plans to pursue development of additional product candidates and technologies in ophthalmology, including development of Rhopressa® and Roclatan™ for additional indications, our preclinical retina programs and other therapeutic opportunities; our plans to explore possible uses of our existing proprietary compounds beyond glaucoma and ophthalmology; our ability to protect our proprietary technology and enforce our intellectual property rights; and our expectations regarding collaborations, licensing, acquisitions and strategic operations, including our ability to in-license or acquire additional ophthalmic products, product candidates or technologies. By their nature, forward-looking statements involve risks

and uncertainties because they relate to events, competitive dynamics, industry change and other factors beyond our control, and depend on regulatory approvals and economic and other environmental circumstances that may or may not occur in the future or may occur on longer or shorter timelines than anticipated. We discuss many of these risks in greater detail under the heading "Risk Factors" in the quarterly and annual reports that we file with the Securities and Exchange Commission (SEC). In particular, FDA approval of Rhopressa® does not constitute FDA approval of Roclatan™, and there can be no assurance that we will receive FDA approval for Roclatan™ or for any future product candidates. FDA approval of Rhopressa® also does not constitute regulatory approval of Rhopressa® in jurisdictions outside the United States, and there can be no assurance that Rhopressa® will obtain regulatory approval in other jurisdictions. Our receipt of a Prescription Drug User Fee Act (PDUFA) goal date notification for Roclatan™ does not constitute FDA approval of the Roclatan™ New Drug Application (NDA), and there can be no assurance that the FDA will complete its review by the PDUFA goal date of March 14, 2019, that the FDA will not require changes or additional data that must be made or received before it will approve the NDA, if ever, or that the FDA will approve the NDA. Forward-looking statements are not guarantees of future performance and our actual results of operations, financial condition and liquidity, and the development of the industry in which we operate may differ materially from the forward-looking statements contained in this press release. Any forward-looking statements that we make in this press release speak only as of the date of this press release. We assume no obligation to update our forward-looking statements whether as a result of new information, future events or otherwise, after the date of this press release.

Contacts

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Source: Aerie Pharmaceuticals, Inc.