

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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

AERIE PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-3109565
(I.R.S. employer
identification number)

**4301 Emperor Blvd., Suite 400
Durham, North Carolina 27703
(919) 237-5300**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Aerie Pharmaceuticals, Inc. Second Amended and Restated Omnibus Incentive Plan
(Full title of the Plan)

**Vicente Anido, Jr., PhD
Chief Executive Officer
Aerie Pharmaceuticals, Inc.
4301 Emperor Blvd., Suite 400
Durham, North Carolina 27703
Tel. No.: (919) 237-5300**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock, \$0.001 par value per share	4,500,000 (1)	\$52.96 (2)	\$238,320,000	\$28,884.38

-
-
- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “*Securities Act*”), this registration statement on Form S-8 (the “*Registration Statement*”) shall also cover any additional shares of Aerie Pharmaceuticals, Inc.’s common stock, par value \$0.001 per share (the “*Common Stock*”), that become issuable under the Aerie Pharmaceuticals, Inc. Second Amended and Restated Omnibus Incentive Plan (the “*Omnibus Incentive Plan*”) by reason of any stock dividend, stock split, reclassification, recapitalization, spin-off or any other similar transaction that results in an increase in the number of shares of Common Stock.
 - (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) promulgated under the Securities Act. The proposed maximum offering price per share is based upon the average of the high and low prices of the Common Stock on October 31, 2018, as reported on the Nasdaq Global Market.
-
-

EXPLANATORY NOTE UNDER GENERAL INSTRUCTION E

At the 2018 annual meeting of the stockholders of Aerie Pharmaceuticals, Inc. (the “*Registrant*”), the Registrant’s stockholders approved the Aerie Pharmaceuticals, Inc. Second Amended and Restated Omnibus Incentive Plan (the “*Omnibus Incentive Plan*”), which provides for grants of equity awards to designated employees, directors and other service providers of the Registrant and its affiliates. The number of shares of the Registrant’s common stock, par value \$0.001 per share (the “*Common Stock*”), which may be issued under the Omnibus Incentive Plan was increased by 4,500,000 shares of Common Stock. This Registration Statement on Form S-8 (the “*Registration Statement*”) relates to the additional 4,500,000 shares authorized for issuance under the Omnibus Incentive Plan.

Pursuant to General Instruction E to Form S-8, the contents of the Registration Statement on Form S-8 with respect to the Aerie Pharmaceuticals, Inc. Omnibus Incentive Plan (Registration No. 333-192030), filed with the Securities and Exchange Commission (the “*Commission*”) on October 31, 2013, and the Registration Statement on Form S-8 with respect to the Aerie Pharmaceuticals, Inc. Amended and Restated Omnibus Incentive Plan (Registration No. 333-216577), filed with the Commission on March 9, 2017, including the information contained therein, are hereby incorporated by reference in this Registration Statement, except that the provisions contained in Part II of such earlier registration statements are modified as set forth in this Registration Statement.

PART I

As permitted by the rules of the Commission, this Registration Statement omits the information specified in Part I of Form S-8. The documents containing the information specified in Part I will be sent or given to the participants in the Omnibus Incentive Plan as required by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “*Securities Act*”). Such documents are not being filed with the Commission as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424. These documents and the documents incorporated by reference in this Registration Statement pursuant to General Instruction E to Form S-8, taken together, constitute a prospectus for the Omnibus Incentive Plan that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents, which have been filed with the Commission by the Registrant, are incorporated by reference in this Registration Statement:

- (a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017 (Registration No. 001-36152), filed by the Registrant with the Commission under the Securities Act on March 1, 2018.
- (b) The Registrant’s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2018, filed by the Registrant with the Commission under the Securities Act on May 9, 2018.
- (c) The Registrant’s Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2018, filed by the Registrant with the Commission under the Securities Act on August 9, 2018.
- (d) The Registrant’s Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2018, filed by the Registrant with the Commission under the Securities Act on November 7, 2018.
- (e) The Registrant’s Current Reports on Form 8-K filed by the Registrant with the Commission on January 23, 2018, January 26, 2018, June 8, 2018, July 23, 2018, August 8, 2018, August 22, 2018 and September 12, 2018.
- (f) A description of the Common Stock, which is registered under Section 12 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), contained in the Registration Statement on Form 8-A (File No. 001-36152) filed by the Registrant with the Commission on October 25, 2013, which incorporates by reference the description of the Common Stock contained in the Registrant’s Form S-1 (Registration No. 333-191219), first filed by the Registrant with the Commission under the Securities Act on September 17, 2013, including any amendment or report filed for the purpose of updating such description.

In addition, all documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, subsequent to the effective date of this Registration Statement, but prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

Certain legal matters with respect to the issuance of securities offered hereby will be passed upon for us by Fried, Frank, Harris, Shriver & Jacobson LLP.

Item 6. Indemnification of Directors and Officers

Not required to be filed with this Registration Statement pursuant to General Instruction E to Form S-8.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

**EXHIBIT
NO.**

DESCRIPTION

3.1	Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on October 31, 2013).
3.2	Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on October 31, 2013).
4.1	Specimen Common Stock Certificate of the Registrant (incorporated by reference to Exhibit 4.1 to the Registrant's Amendment to Form S-1 Registration Statement (Registration No. 333-191219) filed on October 15, 2013).
4.2	Form of Aerie Pharmaceuticals, Inc. Second Amended and Restated Omnibus Incentive Plan (incorporated by reference to the appendix to the Registrant's definitive proxy statement filed on April 27, 2018).
5.1*	Opinion of Fried, Frank, Harris, Shriver & Jacobson LLP.
23.1*	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.
23.2*	Consent of Fried, Frank, Harris, Shriver & Jacobson LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included on signature page).

* Filed herewith.

Item 9. Undertakings

Not required to be filed with this Registration Statement pursuant to General Instruction E to Form S-8.

INDEX TO EXHIBITS

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
3.1	<u>Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on October 31, 2013).</u>
3.2	<u>Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on October 31, 2013).</u>
4.1	<u>Specimen Common Stock Certificate of the Registrant (incorporated by reference to Exhibit 4.1 to the Registrant's Amendment to Form S-1 Registration Statement (Registration No. 333-191219) filed on October 15, 2013).</u>
4.2	<u>Form of Aerie Pharmaceuticals, Inc. Second Amended and Restated Omnibus Incentive Plan (incorporated by reference to the appendix to the Registrant's definitive proxy statement filed on April 27, 2018).</u>
5.1*	<u>Opinion of Fried, Frank, Harris, Shriver & Jacobson LLP.</u>
23.1*	<u>Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.</u>
23.2*	<u>Consent of Fried, Frank, Harris, Shriver & Jacobson LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on signature page).</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, hereunto duly authorized, in Durham, North Carolina on this 7th day of November, 2018.

AERIE PHARMACEUTICALS, INC.

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

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby appoints Vicente Anido, Jr. and Richard J. Rubino and each of them severally, acting alone and without the other, his or her true and lawful attorney-in-fact with full power of substitution or re-substitution, for such person and in such person's name, place and stead, in any and all capacities, to sign on such person's behalf, individually and in each capacity stated below, any and all amendments, including post-effective amendments, to this Registration Statement on Form S-8, and to sign any and all additional registration statements relating to the same offering of securities of this Registration Statement that are filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the "*Securities Act*"), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ VICENTE ANIDO, JR., PH.D.</u> Vicente Anido, Jr., Ph.D.	Chief Executive Officer, Chairman of the Board (Principal Executive Officer)	November 7, 2018
<u>/s/ RICHARD J. RUBINO</u> Richard J. Rubino	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	November 7, 2018
<u>/s/ GERALD D. CAGLE, PH.D.</u> Gerald D. Cagle, Ph.D.	Director	November 7, 2018
<u>/s/ RICHARD CROARKIN</u> Richard Croarkin	Director	November 7, 2018
<u>/s/ MECHIEL M. DU TOIT</u> Mechiel M. du Toit	Director	November 7, 2018
<u>/s/ MURRAY A. GOLDBERG</u> Murray A. Goldberg	Director	November 7, 2018
<u>/s/ BENJAMIN F. MCGRAW, III, PHARM. D.</u> Benjamin F. McGraw, III, Pharm. D.	Director	November 7, 2018
<u>/s/ DAVID W. GRYSKA</u> David W. Gryska	Director	November 7, 2018
<u>/s/ JULIE MCHUGH</u> Julie McHugh	Director	November 7, 2018

[Letterhead of Fried, Frank, Harris, Shriver & Jacobson LLP]

November 7, 2018

Aerie Pharmaceuticals, Inc.
4301 Emperor Boulevard, Suite 400
Durham, North Carolina 27703

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Aerie Pharmaceuticals, Inc., a Delaware corporation (the "Company"), in connection with the Company's Registration Statement on Form S-8 (together with any amendments thereto, the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of an aggregate of 4,500,000 shares (the "Shares") of the Company's common stock, par value \$0.001 per share, issuable under the Company's Second Amended and Restated Omnibus Incentive Plan (the "Omnibus Incentive Plan"). With your permission, all assumptions and statements of reliance herein have been made without any independent investigation or verification on our part and we express no opinion with respect to the subject matter or accuracy of such assumptions or items relied upon.

In connection with this opinion, we have (i) investigated such questions of law, (ii) examined the originals or certified, conformed, facsimile, electronic or reproduction copies of such agreements, instruments, documents and records of the Company, such certificates of public officials and such other documents and (iii) received such information from officers and representatives of the Company and others as we have deemed necessary or appropriate for the purposes of this opinion.

In all such examinations, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of original and certified documents and the conformity to original or certified documents of all copies submitted to us as conformed, facsimile, electronic or reproduction copies. As to various questions of fact relevant to the opinion expressed herein, we have relied upon, and assume the accuracy of, certificates and oral or written statements and other information of or from public officials and officers and representatives of the Company.

Based upon the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares registered pursuant to the Registration Statement to be issued by the Company have been duly authorized and, when issued, delivered and paid for in accordance with the terms of the Omnibus Incentive Plan and the applicable award agreement for consideration in an amount at least equal to the par value of such Shares, will be validly issued, fully paid and nonassessable.

The opinion expressed herein is limited to the applicable provisions of the General Corporation Law of the State of Delaware (the "DGCL"), as currently in effect, and no opinion is expressed with respect to any other laws or any effect that such other laws may have on the opinion expressed herein. The opinion expressed herein is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated herein. We undertake no responsibility to update or supplement this letter after the effectiveness of the Registration Statement.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Fried, Frank, Harris, Shriver & Jacobson LLP

FRIED, FRANK, HARRIS, SHRIVER & JACOBSON LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Aerie Pharmaceuticals, Inc. of our report dated March 1, 2018 relating to the financial statements, and the effectiveness of internal control over financial reporting, which appears in Aerie Pharmaceuticals, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2017.

/s/ PricewaterhouseCoopers LLP
Florham Park, New Jersey
November 7, 2018