

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Foresite Capital Management II, LLC</u> <hr/> (Last) (First) (Middle) 600 MONTGOMERY STREET SUITE 4500 <hr/> (Street) SAN FRANCISCO CA 94111 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/12/2019	3. Issuer Name and Ticker or Trading Symbol <b>AERIE PHARMACEUTICALS INC [ AERI ]</b>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 08/14/2019
6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person			

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,672,714	I	See Footnote <sup>(1)</sup>
Common Stock	1,950,477	I	See Footnote <sup>(2)</sup>
Common Stock	870,445	I	See Footnote <sup>(3)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Call Option	(4)	12/20/2019	Common Stock	100,500 <sup>(5)</sup>	30	I	See Footnote <sup>(6)</sup>

1. Name and Address of Reporting Person * <u>Foresite Capital Management II, LLC</u> <hr/> (Last) (First) (Middle) 600 MONTGOMERY STREET SUITE 4500 <hr/> (Street) SAN FRANCISCO CA 94111 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person \*

[Foresite Capital Fund II, L.P.](#)

(Last) (First) (Middle)  
600 MONTGOMERY STREET  
SUITE 4500

(Street)  
SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Foresite Capital Management III, LLC](#)

(Last) (First) (Middle)  
600 MONTGOMERY STREET  
SUITE 4500

(Street)  
SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Foresite Capital Fund III, L.P.](#)

(Last) (First) (Middle)  
600 MONTGOMERY STREET  
SUITE 4500

(Street)  
SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Foresite Capital Management IV, LLC](#)

(Last) (First) (Middle)  
600 MONTGOMERY STREET  
SUITE 4500

(Street)  
SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Foresite Capital Fund IV, L.P.](#)

(Last) (First) (Middle)  
600 MONTGOMERY STREET  
SUITE 4500

(Street)  
SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person *		
<a href="#">Tananbaum James B.</a>		
(Last)	(First)	(Middle)
600 MONTGOMERY STREET SUITE 4500		
(Street)		
SAN FRANCISCO CA		94111
(City) (State) (Zip)		

**Explanation of Responses:**

- The shares are owned directly by Foresite Capital Fund II, L.P. ("FCF II"). Foresite Capital Management II, LLC ("FCM II"), the general partner of FCF II, may be deemed to have sole voting and dispositive power over these shares. James B. Tananbaum ("Mr. Tananbaum"), in his capacity as managing member of FCM II, may be deemed to have sole voting and dispositive power over these shares. Each Reporting Person disclaims the existence of a "group." Each of FCM II and its members and Mr. Tananbaum disclaims beneficial ownership of any of these shares except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that FCM II and its members or Mr. Tananbaum is the beneficial owner of these shares for purposes of Section 16 or any other purpose.
- The shares are owned directly by Foresite Capital Fund III, L.P. ("FCF III"). Foresite Capital Management III, LLC ("FCM III"), the general partner of FCF III, may be deemed to have sole voting and dispositive power over these shares. Mr. Tananbaum, in his capacity as managing member of FCM III, may be deemed to have sole voting and dispositive power over these shares. Each Reporting Person disclaims the existence of a "group." Each of FCM III and its members and Mr. Tananbaum disclaims beneficial ownership of any of these shares except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that FCM III and its members or Mr. Tananbaum is the beneficial owner of these shares for purposes of Section 16 or any other purpose.
- The shares are owned directly by Foresite Capital Fund IV, L.P. ("FCF IV"). Foresite Capital Management IV, LLC ("FCM IV"), the general partner of FCF IV, may be deemed to have sole voting and dispositive power over these shares. Mr. Tananbaum, in his capacity as managing member of FCM IV, may be deemed to have sole voting and dispositive power over these shares. Each Reporting Person disclaims the existence of a "group." Each of FCM IV and its members and Mr. Tananbaum disclaims beneficial ownership of any of these shares except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that FCM IV and its members or Mr. Tananbaum is the beneficial owner of these shares for purposes of Section 16 or any other purpose.
- The option may be exercised at any time on or prior to the expiration date.
- In addition to the derivative securities reported on this Form 3, before the reporting persons became subject to Section 16, FCF IV wrote a put option for 100,500 shares of the Issuer's common stock. The short put remains open, and therefore FCF IV may be obligated to purchase an additional 100,500 shares of the Issuer's common stock in the event the holder of the put option elects to exercise it.
- The options are owned directly by Foresite Capital Fund IV, L.P. ("FCF IV"). Foresite Capital Management IV, LLC ("FCM IV"), the general partner of FCF IV, may be deemed to have sole voting and dispositive power over these options. James B. Tananbaum ("Mr. Tananbaum"), in his capacity as managing member of FCM IV, may be deemed to have sole voting and dispositive power over these options. Each Reporting Person disclaims the existence of a "group." Each of FCM IV and its members and Mr. Tananbaum disclaims beneficial ownership of any of these options except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that FCM II and its members or Mr. Tananbaum is the beneficial owner of these options for purposes of Section 16 or any other purpose.

**Remarks:**

This Form 3 Amendment is being filed solely to disclose the short put position entered into by the reporting persons prior to becoming subject to Section 16, as further described in Footnote 5.

[FORESITE CAPITAL MANAGEMENT II, LLC, By: /s/ James B. Tananbaum, Managing Member](#) 11/05/2019

[FORESITE CAPITAL FUND II, L.P., By: Foresite Capital Management II, LLC, Its: General Partner, By: /s/ James B. Tananbaum, Managing Member](#) 11/05/2019

[FORESITE CAPITAL MANAGEMENT III, LLC, By: /s/ James B. Tananbaum, Managing Member](#) 11/05/2019

[FORESITE CAPITAL FUND III, L.P., By: Foresite Capital Management III, LLC, Its: General Partner, By: /s/ James B. Tananbaum, Managing Member](#) 11/05/2019

[FORESITE CAPITAL MANAGEMENT IV, LLC, By: /s/ James B. Tananbaum, Managing Member](#) 11/05/2019

[FORESITE CAPITAL FUND IV, L.P., By: Foresite Capital Management IV, LLC, Its: General Partner, By: /s/ James B. Tananbaum, Managing Member](#) 11/05/2019

[/s/ James B. Tananbaum](#) 11/05/2019

\*\* Signature of Reporting Person Date

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

\* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.