

**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): June 11, 2020**

**Aerie Pharmaceuticals, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36152**  
(Commission  
File Number)

**20-3109565**  
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Shares of common stock, par value \$0.001 per share	AERI	Nasdaq Global Market

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.**

(b) On June 11, 2020, Murray Goldberg retired as a member of, and resigned from, the Board of Directors the (“Board”) of Aerie Pharmaceuticals, Inc. (the “Company”), effective as of 8:00 am on June 11, 2020. Mr. Goldberg’s retirement and resignation was not the result of any dispute or disagreement with the Company or the Board on any matter relating to the operations, policies or practices of the Company; Mr. Goldberg’s retirement and resignation was made in accordance with the Company’s Corporate Governance Guidelines, which requires that directors retire and resign from the Board upon reaching the age of seventy-five (or, if such director was elected prior to their 75<sup>th</sup> birthday, then upon the annual stockholders meeting coincident with or next following their 75<sup>th</sup> birthday). The Company expresses its appreciation for Mr. Goldberg’s service as a member of the Board. In connection with Mr. Goldberg’s retirement and resignation, the Board approved a decrease in the size of the Board from nine members to eight members.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

At the 2020 Annual Meeting of Stockholders of the Company, held on June 11, 2020, the Company’s stockholders considered and voted upon the following proposals:

**Proposal 1: Elections of Directors.**

By vote reflected below, each of the directors nominated was elected.

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Vicente Anido, Jr., Ph.D.	34,006,464	379,274	4,480,619
Benjamin F. McGraw, III, Pharm.D.	34,046,296	339,442	4,480,619
Julie McHugh	30,983,413	3,402,325	4,480,619

**Proposal 2: Ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2020.**

By vote reflected below, the appointment of PricewaterhouseCoopers LLP was ratified.

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>	<u>Broker Non-Votes</u>
38,650,868	192,277	23,212	0

**Proposal 3: To approve, by a non-binding vote, the compensation of our named executive officers (“say-on-pay”).**

By vote reflected below, the Company’s stockholders approved, on an advisory basis, the compensation of the Company’s named executive officers.

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>	<u>Broker Non-Votes</u>
32,424,366	1,899,414	61,958	4,480,619

**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: June 15, 2020

By: /s/ Richard J. Rubino

Richard J. Rubino

Chief Financial Officer