

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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> (Last) (First) (Middle) 600 MONTGOMERY STREET SUITE 4500 (Street) SAN FRANCISCO CA 94111 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AERIE PHARMACEUTICALS INC [AERI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/30/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/30/2019		P		25,000	A	\$21.36 ⁽¹⁾	2,275,477	I	See Footnote ⁽²⁾
Common Stock	09/03/2019		P		34,900	A	\$20.54 ⁽³⁾	2,310,377	I	See Footnote ⁽²⁾
Common Stock	09/03/2019		P		15,100	A	\$21.45 ⁽⁴⁾	2,325,477	I	See Footnote ⁽²⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

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

Explanation of Responses:

1. This transaction was executed in multiple trades at prices ranging from \$21.00 to \$21.50. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
2. 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.
3. This transaction was executed in multiple trades at prices ranging from \$20.23 to \$21.20. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
4. This transaction was executed in multiple trades at prices ranging from \$21.23 to \$21.50. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

Remarks:

FORESITE CAPITAL MANAGEMENT II, LLC, By: 09/04/2019
/s/ James B. Tananbaum,
Managing Member

FORESITE CAPITAL FUND II, L.P., By: Foresite Capital Management II, LLC, Its: 09/04/2019
General Partner, By: /s/ James B. Tananbaum, Managing Member

FORESITE CAPITAL MANAGEMENT III, LLC, By: 09/04/2019
/s/ James B. Tananbaum,
Managing Member

FORESITE CAPITAL FUND III, L.P., By: Foresite Capital Management III, LLC, Its: 09/04/2019
General Partner, By: /s/ James B. Tananbaum, Managing Member

FORESITE CAPITAL MANAGEMENT IV, LLC, By: 09/04/2019
/s/ James B. Tananbaum,
Managing Member

FORESITE CAPITAL FUND IV, L.P., By: Foresite Capital Management IV, LLC, Its: 09/04/2019
General Partner, By: /s/ James B. Tananbaum, Managing Member

/s/ James B. Tananbaum 09/04/2019

** 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 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).

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.