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): November 18, 2019

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:

☐ 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 7.01. Regulation FD Disclosure.

On November 18, 2019, Aerie Pharmaceuticals, Inc. (the "Company") issued a press release announcing the signing of an agreement for the acquisition of Avizorex Pharma, S.L., a Spanish ophthalmic pharmaceutical company developing therapeutics for the treatment of dry eye disease. A copy of this press release is furnished as Exhibit 99.1 hereto and is hereby incorporated by reference into this Item 7.01.

The information in this Item 7.01 (including Exhibit 99.1) is being furnished, not filed, pursuant to Regulation FD. Accordingly, the information in this Item 7.01 will not be incorporated by reference into any registration statement filed by the Company under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference. The furnishing of the information in this Item 7.01 is not intended to, and does not, constitute a determination or admission by the Company that this information is material or complete, or that investors should consider this information before making an investment decision with respect to any security of the Company.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit relating to Item 7.01 shall be deemed to be furnished, and not filed:

99.1	Press Release dated November 18, 2019.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: November 18, 2019

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

Exhibit 99.1

Aerie Pharmaceuticals Announces Agreement to Acquire Avizorex Pharma, S.L. to Advance its Dry Eye Program

Company Plans to Commence Phase 2b Study in Dry Eye Subjects in Late 2020

DURHAM, N.C., November 18, 2019 — (BUSINESS WIRE) — Aerie Pharmaceuticals, Inc. (NASDAQ:AERI) ("Aerie"), 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, retinal diseases and other diseases of the eye, today announced the signing of an agreement (the "Agreement") for the acquisition of Avizorex Pharma, S.L. ("AVX Pharma" or "AVX"), a Spanish ophthalmic pharmaceutical company developing therapeutics for the treatment of dry eye disease.

AVX completed a Phase 2a study in dry eye subjects earlier this year with its lead product candidate, AVX-012. The active ingredient in AVX-012 is a potent and selective agonist of the TRPM8 ion channel, a cold sensor and osmolarity sensor that regulates ocular surface wetness and blink rate. By stimulating these processes in a physiological manner, TRPM8 agonists have the potential to restore tear film stability and reduce discomfort in patients with dry eye. Positive results from the Phase 2a study support the therapeutic potential of AVX-012 to treat signs and symptoms of dry eye and Aerie is planning to initiate a larger Phase 2b study in late 2020.

"This acquisition bolsters our pipeline with a clinical-stage dry eye product candidate, and we are excited to expand our footprint in ophthalmology. This product has a novel mechanism-of-action for treating dry eye and we believe that, if approved, it could nicely complement the currently approved drugs for this indication. Since the majority of our efforts in 2020 will be focused on supportive non-clinical studies, we do not currently expect to meaningfully increase our R&D expenditures next year," said Vicente Anido, Jr., Ph.D., Chairman and Chief Executive Officer at Aerie.

AVX Pharma President and Chief Executive Officer Patrick Tresserras added, "We are thrilled that this transaction will accelerate the development of AVX-012 towards later stage clinical trials. Aerie, as a unique ophthalmology focused company with a track record of developing and commercializing ophthalmic drugs, is well positioned to fulfill our vision of addressing this indication from a new mode of action for the benefit of millions of patients suffering from dry eye disease."

Under the terms of the Agreement, Aerie will acquire AVX Pharma in an all-cash transaction. Aerie will make an upfront payment of $10 million, subject to customary adjustments, and AVX Pharma shareholders will be eligible to receive additional payments subject to achievement of certain clinical and regulatory performance milestones, plus royalties on net sales of approved products from AVX Pharma's development pipeline. In addition to AVX-012, Aerie will also be acquiring rights to other compounds targeting TRPM8. The parties expect to close the acquisition before the end of the year pending the completion of certain pre-closing obligations.

Additional information regarding today's announcement can be found in Aerie's corporate slide presentation which is available at http://investors.aeriepharma.com.

About Avizorex Pharma, S.L.

AVX Pharma is a Spanish ophthalmic pharmaceutical company founded in 2013 by Patrick Tresserras and Professor Carlos Belmonte, as a spin-off company of the University Miguel Hernandez de Elche, focused on developing novel therapies for dry eye syndrome. AVX's technology originated from research conducted by Professor Carlos Belmonte at the Institute of Neurosciences in Alicante involving the role of temperature-sensitive neurons in tear film regulation. The Company, backed by Inveready Innvierte Biotech II as lead investor, completed a Phase 2a study in dry eye disease subjects in 2019 with its lead product candidate, AVX-012.

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, retinal diseases and other diseases of the eye. Aerie's first product, Rhopressa® (netarsudil ophthalmic solution) 0.02%, a once-daily eye drop 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, corneal verticillata, instillation site pain, and conjunctival hemorrhage. More information about Rhopressa®, including the product label, is available at www.rhopressa.com. Aerie's second product for the reduction of elevated intraocular pressure in patients with open-angle glaucoma or ocular hypertension, Rocklatan® (netarsudil and latanoprost ophthalmic solution) 0.02%/0.005%, the first and only fixed-dose combination of Rhopressa® and the widely-prescribed PGA (prostaglandin analog) latanoprost, has been approved by the FDA and is now available in the United States. In clinical trials of Rocklatan®, the most common adverse reactions were conjunctival hyperemia, corneal verticillata, instillation site pain, and conjunctival hemorrhage. More information about Rocklatan®, including the product label, is available at www.rocklatan.com. 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” or other words that convey uncertainty of future events or outcomes to identify these forward-looking statements. Forward-looking statements in this press release include statements regarding our intentions, beliefs, projections, outlook, analyses or current expectations concerning, among other things: our completion of the acquisition of Avizorex Pharma, S.L., the success, timing and cost of studies relating to its product candidates and our ability to recognize growth opportunities in connection with the acquisition, our expectations regarding the development, approval, commercialization and manufacturing of any dry eye product as a result of this acquisition and our expected R&D expenditures for 2020. 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. 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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