

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

1. Name and Address of Reporting Person* <u>Foresite Capital Management IV, 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) 11/14/2019	
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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								1,672,714	I	See Footnote ⁽¹⁾
Common Stock								2,350,477	I	See Footnote ⁽²⁾
Common Stock	11/14/2019		X		5,700	A	\$30	1,421,600	I	See Footnote ⁽³⁾
Common Stock	11/15/2019		X		19,900	A	\$30	1,441,500	I	See Footnote ⁽³⁾

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						Title
Put Option (obligation to purchase)	\$30	11/14/2019		X			57	(4)	12/20/2019	Common Stock	5,700	\$0.00	798 ⁽⁵⁾	I	See Footnote ⁽⁶⁾
Put Option (obligation to purchase)	\$30	11/15/2019		X			199	(4)	12/20/2019	Common Stock	19,900	\$0.00	599 ⁽⁷⁾	I	See Footnote ⁽⁶⁾

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		
<hr/>		
(Street)		
SAN FRANCISCO CA		94111
<hr/>		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>Tananbaum James B.</u>		
<hr/>		
(Last)	(First)	(Middle)
600 MONTGOMERY STREET		
SUITE 4500		
<hr/>		
(Street)		
SAN FRANCISCO CA		94111
<hr/>		
(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. James B. Tananbaum ("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.
- 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 put option has now been exercised for an aggregate of 20,700 shares. A portion of the short put remains open, and therefore FCF IV may be obligated to purchase an additional 79,800 shares of the Issuer's common stock in the event the holder of the put option elects to exercise the remainder.
- 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 IV and its members or Mr. Tananbaum is the beneficial owner of these options for purposes of Section 16 or any other purpose.
- 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 put option has now been exercised for an aggregate of 40,600 shares. A portion of the short put remains open, and therefore FCF IV may be obligated to purchase an additional 59,900 shares of the Issuer's common stock in the event the holder of the put option elects to exercise the remainder.

Remarks:

FORESITE CAPITAL
MANAGEMENT IV, LLC, 11/18/2019
By: /s/ James B. Tananbaum,
Managing Member

FORESITE CAPITAL FUND
IV, L.P., By: Foresite Capital
Management IV, LLC, Its: 11/18/2019
General Partner, By: /s/ James
B. Tananbaum, Managing
Member

/s/ James B. Tananbaum 11/18/2019
 ** 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.