

AERIE PHARMACEUTICALS INC
Form SC 13G/A
February 14, 2018

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. 5) *

Aerie Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

00771V108

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(Page 1 of 15 Pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NAME OF REPORTING PERSONS

1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Deerfield Mgmt, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.

NUMBER OF 0

SHARES

SHARED VOTING POWER

6. BENEFICIALLY

OWNED BY

1,895,343 (1) SOLE DISPOSITIVE POWER

EACH

7.

REPORTING

0

PERSON

8. SHARED DISPOSITIVE POWER

WITH

1,895,343 (1)

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9.

1,895,343 (1)

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

10.

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

11.

4.97%

TYPE OF REPORTING PERSON*

12.

PN

(1) Comprised of an aggregate of 484,055 shares of common stock and 1,411,288 shares of common stock underlying convertible notes held by Deerfield Partners, L.P., Deerfield International Master Fund, L.P. and Deerfield Special Situations Fund, L.P. of which Deerfield Mgmt, L.P. is the general partner. The provisions of the convertible notes beneficially owned by the reporting person restrict the conversion of such securities to the extent that, upon such conversion, the number of shares then beneficially owned by the holder and any other person or entities with which such holder would constitute a Section 13(d) "group" would exceed 9.985% of the total number of shares of the Issuer then outstanding (the "Ownership Cap"). Accordingly, notwithstanding the number of shares reported, the reporting person disclaims beneficial ownership of the shares of common stock issuable upon conversion of such convertible notes to the extent that upon such conversion the number of shares beneficially owned by all reporting persons hereunder, in the aggregate, would exceed the Ownership Cap.

CUSIP No. 00771V108 13G Page 3 of 15

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1.

Deerfield Management Company, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.

NUMBER OF 0

SHARES

SHARED VOTING POWER

BENEFICIALLY 6.

OWNED BY

5,524,375 (2)

SOLE DISPOSITIVE POWER

EACH 7.

REPORTING

0

PERSON

8. SHARED DISPOSITIVE POWER

WITH

5,524,375 (2)

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9.

5,524,375 (2)

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

10.

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

11.

9.985%

TYPE OF REPORTING PERSON*

12.

PN

(2) Comprised of an aggregate of 484,055 shares of common stock, and 5,040,320 shares of common stock underlying convertible notes held by Deerfield Partners, L.P., Deerfield International Master Fund, L.P., Deerfield Special Situations Fund, L.P. and Deerfield Private Design Fund III, L.P., of which Deerfield Management Company, L.P. is the investment advisor. The provisions of the convertible notes beneficially owned by the reporting person restrict the conversion of such securities to the extent that, upon such exercise or conversion, the number of shares then beneficially owned by the holder and any other person or entities with which such holder would constitute a Section 13(d) "group" would exceed 9.985% of the total number of shares of the Issuer then outstanding (the "Ownership Cap"). Accordingly, notwithstanding the number of shares reported, the reporting person disclaims beneficial ownership of the shares of common stock issuable upon conversion of such convertible notes to the extent that upon such conversion the number of shares beneficially owned by all reporting persons hereunder, in the aggregate, would exceed the Ownership Cap.

CUSIP No. 00771V108 13G Page 4 of 15

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1.

Deerfield Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.

NUMBER OF 0

SHARES

SHARED VOTING POWER

BENEFICIALLY 6.

OWNED BY

760,763 (3)

EACH

SOLE DISPOSITIVE POWER

7.

REPORTING

0

PERSON

8. SHARED DISPOSITIVE POWER

WITH

760,763 (3)

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9.

760,763 (3)

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

10.

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

11.

2.05%

TYPE OF REPORTING PERSON*

12.

PN

(3) Comprised of an aggregate of 313,183 shares of common stock and 447,580 shares of common stock underlying convertible notes. The provisions of the convertible notes beneficially owned by the reporting person restrict the conversion of such securities to the extent that, upon such exercise or conversion, the number of shares then beneficially owned by the holder and any other person or entities with which such holder would constitute a Section 13(d) "group" would exceed 9.985% of the total number of shares of the Issuer then outstanding (the "Ownership Cap"). Accordingly, notwithstanding the number of shares reported, the reporting person disclaims beneficial ownership of the shares of common stock issuable upon conversion of such convertible notes to the extent that upon such conversion the number of shares beneficially owned by all reporting persons hereunder, in the aggregate, would exceed the Ownership Cap.

CUSIP No. 00771V108 13G Page 5 of 15

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1.

Deerfield Special Situations Fund, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.

NUMBER OF 0

SHARES

SHARED VOTING POWER

BENEFICIALLY 6.

OWNED BY

403,225 (4)

SOLE DISPOSITIVE POWER

EACH 7.

REPORTING

0

PERSON

8. SHARED DISPOSITIVE POWER

WITH

403,225 (4)

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9.

403,225 (4)

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

10.

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

11.

1.09%

TYPE OF REPORTING PERSON*

12.

PN

(4) Comprised of 403,225 shares of common stock underlying convertible notes. The provisions of the convertible notes beneficially owned by the reporting person restrict the conversion of such securities to the extent that, upon such conversion, the number of shares then beneficially owned by the holder and any other person or entities with which such holder would constitute a Section 13(d) "group" would exceed 9.985% of the total number of shares of the Issuer then outstanding (the "Ownership Cap"). Accordingly, notwithstanding the number of shares reported, the reporting person disclaims beneficial ownership of the shares of common stock issuable upon conversion of such convertible notes to the extent that upon such conversion the number of shares beneficially owned by all reporting persons hereunder, in the aggregate, would exceed the Ownership Cap.

CUSIP No. 00771V108 13G Page 6 of 15

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1.

Deerfield International Master Fund, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

British Virgin Islands

SOLE VOTING POWER

5.

NUMBER OF 0

SHARES

SHARED VOTING POWER

BENEFICIALLY 6.

OWNED BY

731,355 (5)

SOLE DISPOSITIVE POWER

EACH 7.

REPORTING

0

PERSON

8. SHARED DISPOSITIVE POWER

WITH

731,355 (5)

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9.

731,355 (5)

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

10.

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

11.

1.96%

TYPE OF REPORTING PERSON*

12.

PN

(5) Comprised of an aggregate of 170,872 shares of common stock and 560,483 shares of common stock underlying convertible notes. The provisions of the convertible notes beneficially owned by the reporting person restrict the conversion of such securities to the extent that, upon such conversion, the number of shares then beneficially owned by the holder and any other person or entities with which such holder would constitute a Section 13(d) "group" would exceed 9.985% of the total number of shares of the Issuer then outstanding (the "Ownership Cap"). Accordingly, notwithstanding the number of shares reported, the reporting person disclaims beneficial ownership of the shares of common stock issuable upon conversion of such convertible notes to the extent that upon such conversion the number of shares beneficially owned by all reporting persons hereunder, in the aggregate, would exceed the Ownership Cap.

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1.

Deerfield Mgmt III, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.

NUMBER OF 0

SHARES

SHARED VOTING POWER

BENEFICIALLY 6.

OWNED BY

3,629,032 (6)

SOLE DISPOSITIVE POWER

EACH 7.

REPORTING

0

PERSON

8. SHARED DISPOSITIVE POWER

WITH

3,629,032 (6)

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9.

3,629,032 (6)

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

10.

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

11.

9.00%

TYPE OF REPORTING PERSON*

12.

PN

(6) Comprised of 3,629,032 shares of common stock underlying convertible notes held by Deerfield Private Design Fund III, L.P., of which Deerfield Mgmt III, L.P. is the general partner. The provisions of the convertible notes beneficially owned by the reporting person restrict the conversion of such securities to the extent that, upon such conversion, the number of shares then beneficially owned by the holder and any other person or entities with which such holder would constitute a Section 13(d) "group" would exceed 9.985% of the total number of shares of the Issuer then outstanding (the "Ownership Cap"). Accordingly, notwithstanding the number of shares reported, the reporting person disclaims beneficial ownership of the shares of common stock issuable upon conversion of such convertible notes to the extent that upon such conversion the number of shares beneficially owned by all reporting persons hereunder, in the aggregate, would exceed the Ownership Cap.

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1.

Deerfield Private Design Fund III, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.

NUMBER OF 0

SHARES

SHARED VOTING POWER

BENEFICIALLY 6.

OWNED BY

3,629,032 (7)

SOLE DISPOSITIVE POWER

EACH 7.

REPORTING

0

PERSON

8. SHARED DISPOSITIVE POWER

WITH

3,629,032 (7)

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9.

3,629,032 (7)

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

10.

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

11.

9.00%

TYPE OF REPORTING PERSON*

12.

PN

(7) Comprised of 3,629,032 shares of common stock underlying convertible notes. The provisions of the convertible notes beneficially owned by the reporting person restrict the conversion of such securities to the extent that, upon such conversion, the number of shares then beneficially owned by the holder and any other person or entities with which such holder would constitute a Section 13(d) "group" would exceed 9.985% of the total number of shares of the Issuer then outstanding (the "Ownership Cap"). Accordingly, notwithstanding the number of shares reported, the reporting person disclaims beneficial ownership of the shares of common stock issuable upon conversion of such convertible notes to the extent that upon such conversion the number of shares beneficially owned by all reporting persons hereunder, in the aggregate, would exceed the Ownership Cap.

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1.

James E. Flynn

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

United States

SOLE VOTING POWER

5.

NUMBER OF 0

SHARES

SHARED VOTING POWER

BENEFICIALLY 6.

OWNED BY

5,524,375 (8)

SOLE DISPOSITIVE POWER

EACH 7.

REPORTING

0

PERSON

8. SHARED DISPOSITIVE POWER

WITH

5,524,375 (8)

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9.

5,524,375 (8)

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

10.

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

11.

9.985%

TYPE OF REPORTING PERSON*

12.

IN

(8) Comprised of an aggregate of 484,055 shares of common stock and 5,040,320 shares of common stock underlying convertible notes held by Deerfield Partners, L.P., Deerfield International Master Fund, L.P., Deerfield Special Situations Fund, L.P. and Deerfield Private Design Fund III, L.P. The provisions of the convertible notes beneficially owned by the reporting person restrict the conversion of such securities to the extent that, upon such conversion, the number of shares then beneficially owned by the holder and any other person or entities with which such holder would constitute a Section 13(d) "group" would exceed 9.985% of the total number of shares of the Issuer then outstanding (the "Ownership Cap"). Accordingly, notwithstanding the number of shares reported, the reporting person disclaims beneficial ownership of the shares of common stock issuable upon conversion of such convertible notes to the extent that upon such conversion the number of shares beneficially owned by all reporting persons hereunder, in the aggregate, would exceed the Ownership Cap.

CUSIP No. 00771V108 13G Page 10 of
15

Item 1(a). Name of Issuer:

Aerie Pharmaceuticals, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

2030 Main Street, Suite 1500

Irvine, California 92614

Item 2(a). Name of Person Filing:

James E. Flynn, Deerfield Mgmt, L.P., Deerfield Partners, L.P., Deerfield Mgmt III, L.P., Deerfield Special Situations Fund, L.P., Deerfield Management Company, L.P., Deerfield International Master Fund, L.P. and Deerfield Private Design Fund III, L.P.

Item 2(b). Address of Principal Business Office, or if None, Residence:

James E. Flynn, Deerfield Mgmt, L.P., Deerfield Mgmt III, L.P., Deerfield Partners, L.P., Deerfield Special Situations Fund, L.P., Deerfield Management Company, L.P., Deerfield International Master Fund, L.P., Deerfield Private Design Fund III, L.P., 780 Third Avenue, 37th Floor, New York, NY 10017

Item 2(c). Citizenship:

Deerfield Mgmt, L.P., Deerfield Management Company, L.P., Deerfield Partners, L.P., Deerfield Special Situations Fund, L.P., Deerfield Mgmt III, L.P., and Deerfield Private Design Fund III, L.P. - Delaware limited partnerships;

Deerfield International Master Fund, L.P. - British Virgin Islands limited partnerships;

James E. Flynn – United States citizen

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

00771V108

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) Investment company registered under Section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

CUSIP No. 00771V108 13G Page 11 of
15

- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned**:
 - Deerfield
Mgmt, L.P. -
1,895,343
shares
 - Deerfield
Management
Company,
L.P. -
5,524,375
shares

Deerfield
Mgmt III,
L.P. –
3,629,032
shares

Deerfield
Partners, L.P.
- 760,763
shares

Deerfield
Special
Situations
Fund, L.P. -
403,225
shares

Deerfield
International
Master Fund,
L.P. -
731,355
shares

Deerfield
Private
Design Fund
III, L.P. -
3,629,032
shares

James E.
Flynn –
5,524,375
shares

(b)
Percent
of
class**:

Deerfield
Mgmt, L.P. –
4.97%

Deerfield
Management
Company,
L.P. -
9.985%

Deerfield
Mgmt III,
L.P. – 9.00%

Deerfield
Partners, L.P.
– 2.05%

Deerfi