

Brady Todd C  
Form 4  
March 07, 2019

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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 OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Brady Todd C

(Last) (First) (Middle)

C/O ALDEYRA THERAPEUTICS,  
INC., 131 HARTWELL AVENUE

(Street)

LEXINGTON, MA 02421

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Aldeyra Therapeutics, Inc. [ALDX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/05/2019

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

President and CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/05/2019                              |                                                             | A                                    | (A)<br>or<br>(D)<br>Price                                               | 250,000<br>(1)<br>\$ 0                                                                                             | 556,054 (2)                                                          | D                                                                 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

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

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                         | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 8.05                                                               | 03/05/2019                              |                                                             | A                                       |                                                                                                           | 250,000                                                        |     | <u>(3)</u>                                                          | 03/04/2029         | Common<br>Stock | 250,000                    |
| Bonus<br>Units                                      | \$ 8.05 <u>(4)</u>                                                    | 03/05/2019                              |                                                             | A                                       |                                                                                                           | 45,329                                                         |     | <u>(4)</u>                                                          | <u>(4)</u>         | Common<br>Stock | 45,329                     |

## Reporting Owners

| Reporting Owner Name / Address                                                               | Relationships |           |                   |       |
|----------------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                                              | Director      | 10% Owner | Officer           | Other |
| Brady Todd C<br>C/O ALDEYRA THERAPEUTICS, INC.<br>131 HARTWELL AVENUE<br>LEXINGTON, MA 02421 | X             |           | President and CEO |       |

## Signatures

/s/ Todd C.  
Brady  
 Date 03/07/2019  
 \*\*Signature of  
Reporting Person

## Explanation of Responses:

- \* 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).
  - Represents shares of common stock underlying a time-based restricted stock unit award (RSU). The RSU vests ratably in equal annual installments over a four-year period beginning on January 1, 2019, provided that the Reporting Person has provided continuous service to the Issuer through the applicable vesting date.
  - (1) Includes 3,571 shares of common stock acquired under the Issuer's Employee Stock Purchase Plan (ESPP) in 2018.
  - (2) The shares subject to this option shall vest in equal monthly installments over the next 48 months of continuous service to the Issuer after January 1, 2019.
  - (3) The bonus units vest in four (4) annual installments from the date of grant and entitle the Reporting Person to receive a cash payment, on the earlier of (i) four (4) years from the date of grant or (ii) a Change of Control of the Issuer (as defined in the grant documents), equal in value to the amount by which the then value of the Issuer's common stock exceeds the base value of \$8.05.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.