

Aclaris Therapeutics, Inc.

Form 4

October 20, 2016

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FMR LLC

(Last) (First) (Middle)

245 SUMMER STREET

(Street)

BOSTON, MA 02210

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Aclaris Therapeutics, Inc. [ACRS]

3. Date of Earliest Transaction
(Month/Day/Year)
10/19/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer (give title ____X__ Other (specify
below) below)

See Remark 1

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 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)
Common Stock	10/19/2016		J	84,223 D \$ 0	2,575,104	I	See Footnote 1 (1)

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

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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 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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FMR LLC 245 SUMMER STREET BOSTON, MA 02210		X		See Remark 1

Signatures

Marc R. Bryant, Duly authorized under Powers of Attorney, by and on behalf of FMR LLC
and its direct and indirect subsidiaries, and Abigail P. Johnson

10/20/2016

__Signature of Reporting Person

Date

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).

- (1) F-Prime Capital Partners Healthcare Fund III LP (FPCPH) made a pro-rata distribution to its partners, without payment of consideration, of 114,128 shares of Aclaris Therapeutics Inc. previously reported by FMR LLC. FPCPH distributed 17,079 shares to Impresa Fund III Limited Partnership (IFLP), 87,851 shares to F-Prime Capital Partners Healthcare Advisors Fund III LP (FPCPHA) and 9,198 shares to a recipient whose shares are not subject to reporting by the undersigned (an Other Recipient). FPCPHA made a pro-rata distribution to its partners, without payment of consideration, of 8,542 shares to F-Prime Inc., a wholly-owned subsidiary of FMR LLC, and 70,544 shares to Other Recipients. Finally, F-Prime Inc. made a distribution, without payment of consideration, of 4,481 shares to Other Recipients. As a result, FPCPH beneficially owns 456,514 shares, FPCPHA beneficially owns 8,765 shares, IFLP beneficially owns 2,103,015 shares and F-Prime Inc. beneficially owns 6,810 shares.

Remarks:

Remark 1: Abigail P. Johnson is a Director, the Vice Chairman, the Chief Executive Officer and the President of FMR LLC. M

Remark 2: The general partner of F-Prime Capital Partners Healthcare Fund III LP is F-Prime Capital Partners Healthcare Adv

Remark 3: The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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