

AERIE PHARMACEUTICALS INC

Reported by
MITRO THOMAS A

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/27/17 for the Period Ending 02/23/17

Address	7020 KIT CREEK ROAD SUITE 270 RESEARCH TRIANGLE PARK, NC 27709
Telephone	919-313-9650
CIK	0001337553
Symbol	AERI
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
MITRO THOMAS A		AERIE PHARMACEUTICALS INC [AERI]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President and COO	
(Last) (First) (Middle) C/O AERIE PHARMACEUTICALS, INC., 2030 MAIN STREET, SUITE 1500		3. Date of Earliest Transaction (MM/DD/YYYY) 2/23/2017			
(Street) IRVINE, CA 92614		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
(City) (State) (Zip)				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/23/2017		A		8824 (1)	A	\$0.00	36274	D	
Common Stock	2/24/2017		F		1116	D	\$44.55	35158	D	
Common Stock	2/25/2017		F		1116	D	\$44.55	34042	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Stock Option (right to buy)	\$44.25	2/23/2017		A		79418	(2)	2/23/2027	Common Stock	79418	\$0.00	79418	D	

Explanation of Responses:

- (These shares of Common Stock are scheduled to vest, subject to the reporting person's continued employment with the issuer through the applicable vesting 1) date, in equal installments on each of the first four anniversaries of February 23, 2017.
- (This option is scheduled to vest, subject to the reporting person's continued employment with the issuer through the applicable vesting date, in equal 2) installments on each of the first 48 monthly anniversaries of February 23, 2017.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MITRO THOMAS A C/O AERIE PHARMACEUTICALS, INC. 2030 MAIN STREET, SUITE 1500 IRVINE, CA 92614			President and COO	

Signatures

/s/ Richard J. Rubino, Attorney-in-Fact for Thomas A. Mitro

2/27/2017

**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 control number.