

# **ELEVEN BIOTHERAPEUTICS, INC.**

Filed by  
**BOXER CAPITAL, LLC**

## **FORM SC 13G/A** (Amended Statement of Ownership)

Filed 02/14/17

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Telephone	617-871-9911
CIK	0001485003
Symbol	EBIO
Fiscal Year	12/31

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

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**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 3)\***

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**ELEVEN BIOTHERAPEUTICS, INC.**  
(Name of Issuer)

**Common Stock, par value \$0.001 per share**  
(Title of Class of Securities)

**28622106**  
(CUSIP Number)

**December 31, 2016**  
(Date of Event which Requires Filing of this Statement)

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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)

\* 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 ("Act") 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).

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1	Name of reporting persons.  Boxer Capital, LLC
2	Check the appropriate box if a member of a group. (See instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC use only.
4	Citizenship or place of organization.  Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5 Sole voting power.  -0-
	6 Shared voting power.
	7 Sole dispositive power.  -0-
	8 Shared dispositive power.  -0-
9	Aggregate amount beneficially owned by each reporting person.  -0-
10	Check box if the aggregate amount in row (9) excludes certain shares (see instructions).  <input type="checkbox"/>
11	Percent of class represented by amount in row (9).  0.0%
12	Type of reporting person  OO

1	Name of reporting persons.  Boxer Asset Management Inc.	
2	Check the appropriate box if a member of a group. (See instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only.	
4	Citizenship or place of organization.  Bahamas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	Sole voting power.  -0-
	6	Shared voting power.  -0-
	7	Sole dispositive power.  -0-
	8	Shared dispositive power.  -0-
9	Aggregate amount beneficially owned by each reporting person.  -0-	
10	Check box if the aggregate amount in row (9) excludes certain shares (see instructions).  <input type="checkbox"/>	
11	Percent of class represented by amount in row (9).  0.0%*	
12	Type of reporting person  CO	

1	Name of reporting persons.  MVA Investors, LLC
2	Check the appropriate box if a member of a group. (See instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC use only.
4	Citizenship or place of organization.  Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5 Sole voting power.  -0-
	6 Shared voting power.  -0-
	7 Sole dispositive power.  -0-
	8 Shared dispositive power.  -0-
9	Aggregate amount beneficially owned by each reporting person.  -0-
10	Check box if the aggregate amount in row (9) excludes certain shares (see instructions).  <input type="checkbox"/>
11	Percent of class represented by amount in row (9).  0.0%
12	Type of reporting person  OO

1	Name of reporting persons.  Joe Lewis	
2	Check the appropriate box if a member of a group. (See instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only.	
4	Citizenship or place of organization.  United Kingdom	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	Sole voting power.  -0-
	6	Shared voting power.  -0-
	7	Sole dispositive power.  -0-
	8	Shared dispositive power.  -0-
9	Aggregate amount beneficially owned by each reporting person.  -0-	
10	Check box if the aggregate amount in row (9) excludes certain shares (see instructions).  <input type="checkbox"/>	
11	Percent of class represented by amount in row (9).  0.0%	
12	Type of reporting person  IN	

\* Based on 24,238,369 shares of common stock reported to be outstanding as of October 31, 2016 on the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 14, 2016.

This Amendment No. 3 (“Amendment No. 3”) amends and supplements the statement on Schedule 13G filed on May 25, 2016 (the “Original Filing”), as amended by Amendment No. 1 filed on June 6, 2016 and Amendment No. 2 filed on June 14, 2016 by Boxer Capital, LLC (“Boxer Capital”), Boxer Asset Management Inc. (“Boxer Management”), MVA Investors, LLC (“MVA Investors”) and Joe Lewis. Boxer Capital, Boxer Management, MVA Investors and Joe Lewis are collectively referred to herein as the “Reporting Persons.” The Original Filing remains in effect except to the extent that it is amended, restated or superseded by information contained in this Amendment No. 3. Capitalized terms used and not defined in this Amendment No. 3 have the meanings set forth in the Original Filing.

**Item 4. Ownership.**

The information in Item 4 of the Original Filing is hereby amended and restated in its entirety as follows:

(a) Amount beneficially owned:

The Reporting Persons beneficially own 0 shares of Common Stock.

(b) Percent of class:

The Reporting Persons beneficially own 0.0% of the Issuer’s outstanding shares of Common Stock.

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote:

The Reporting Persons have sole power to vote or direct the vote of no shares of Common Stock.

(ii) Shared power to vote or to direct the vote:

The Reporting Persons have shared power to vote or direct the vote of no shares of Common Stock.

(iii) Sole power to dispose or direct the disposition of:

The Reporting Persons have sole power to dispose or direct the disposition of no shares of Common Stock.

(iv) Shared power to dispose or to direct the disposition of:

The Reporting Persons have shared power to dispose or to direct the disposition of no shares of Common Stock.

**Item 5. Ownership of Five Percent or Less of a Class.**

Boxer Capital, Boxer Management and Joe Lewis have ceased to be the beneficial owners of more than 5 percent of the Common Stock.

**Item 10. Certification.**

(c) By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

**Exhibits**

1 Joint Filing Agreement, dated May 25, 2016, among the Reporting Persons (incorporated by reference to Exhibit 1 to the Schedule 13G dated May 25, 2016).

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2017

BOXER CAPITAL, LLC

By: /s/ Aaron I. Davis

Name: Aaron I. Davis

Title: Authorized Signatory

BOXER ASSET MANAGEMENT INC.

By: /s/ Jefferson R. Voss

Name: Jefferson R. Voss

Title: Authorized Signatory

MVA INVESTORS, LLC

By: /s/ Aaron I. Davis

Name: Aaron I. Davis

Title: Authorized Signatory

JOSEPH C. LEWIS

By: /s/ Joseph C. Lewis

Joseph C. Lewis, Individually