

# ALDEYRA THERAPEUTICS, INC.

Reported by  
**PHILLIPS GARY M.**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 06/12/17 for the Period Ending 06/08/17

|             |   |
|-------------|---|
| Address     | 131 HARTWELL AVENUE<br>SUITE 320<br>LEXINGTON, MA 02421 |
| Telephone   | 781-761-4904  |
| CIK         | 0001341235  |
| Symbol      | ALDX  |
| Fiscal Year | 12/31   |

# FORM 4

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

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

[ ] 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 or  
Section 30(h) of the Investment Company Act of 1940

|  |  |   |
|--|--|---|
| <b>1. Name and Address of Reporting Person *</b><br><br><b>Phillips Gary M.</b><br><br>(Last) (First) (Middle)<br><br><b>C/O ALDEYRA THERAPEUTICS, INC., 131 HARTWELL AVENUE</b><br><br>(Street)<br><br><b>LEXINGTON, MA 02421</b><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>Aldeyra Therapeutics, Inc. [ ALDX ]</b><br><br><b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>6/8/2017</b></p> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span><br>_____ Officer (give title below) <span style="float:right">_____ Other (specify below)</span> |
| <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>   |  | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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 |   |  |   |

### 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)              | \$5.15   | 6/8/2017       |                                   | A                         |   | 17776  | (1)                                     | 6/7/2027 | Common Stock  | 17776           | \$0.00                                     | 17776  | D  |  |
| Stock Option (Right to Buy)              | \$5.15   | 6/8/2017       |                                   | A                         |   | 2963   | (2)                                     | 6/7/2027 | Common Stock  | 2963            | \$0.00                                     | 2963   | D  |  |

#### Explanation of Responses:

- (1) Exercisable with respect to 100% of the shares on the one-year anniversary of the grant date, provided that the Reporting Person provides continuous service as a member of the Board of Directors of the Issuer through the applicable vesting date.
- (2) Exercisable with respect to 100% of the shares on the one-year anniversary of the grant date, provided that the Reporting Person provides continuous service as a member of the Compensation Committee of the Board of Directors of the Issuer through the applicable vesting date.

#### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| <b>Phillips Gary M.</b><br><b>C/O ALDEYRA THERAPEUTICS, INC.</b><br><b>131 HARTWELL AVENUE</b><br><b>LEXINGTON, MA 02421</b> | <b>X</b>      |           |         |       |

#### Signatures

/s/ Gary Phillips

6/12/2017

\*\*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.