

AERIE PHARMACEUTICALS INC  
Form S-1MEF  
October 24, 2013

As filed with the Securities and Exchange Commission on October 24, 2013

Registration No. 333-

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

**FORM S-1**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**AERIE PHARMACEUTICALS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**2836**  
**(Primary standard industrial**  
**classification code number)**  
**135 US Highway 206, Suite 15**

**20-3109565**  
**(I.R.S. employer**  
**identification number)**

**Bedminster, New Jersey 07921**

**(908) 470-4320**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**Vicente Anido, Jr., PhD**

**Chief Executive Officer**

**Aerie Pharmaceuticals, Inc.**

**135 US Highway 206, Suite 15**

**Bedminster, New Jersey 07921**

**Tel. No.: (908) 470-4320**

**Fax No.: (908) 470-4329**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Copies to:*

**Andrew B. Barkan, Esq.**

**Richard J. Rubino**

**Glenn R. Pollner, Esq.**

**Steven G. Scheinfeld, Esq.**

**Chief Financial Officer**

**Gibson, Dunn & Crutcher  
LLP**

**Fried, Frank, Harris, Shriver & Jacobson LLP Aerie Pharmaceuticals, Inc.**

**One New York Plaza**

**135 US Highway 206, Suite 15**

**200 Park Avenue**

**New York, New York 10004**

**Bedminster, New Jersey 07921**

**New York, New York 10166**

**Tel. No.: (212) 859-8000**

**Tel. No.: (908) 470-4320**

**Tel. No.: (212) 351-4000**

**Fax No.: (212) 859-4000**

**Fax No.: (908) 470-4329**

**Fax No.: (212) 351-4035**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x 333-191219

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b2 of the Exchange Act. (Check one):

Large Accelerated Filer " Accelerated filer "  
 Non-accelerated filer x (Do not check if a smaller reporting company) Smaller reporting company "

**CALCULATION OF REGISTRATION FEE**

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED <sup>(1)</sup>	PROPOSED	PROPOSED	AMOUNT OF REGISTRATION FEE <sup>(2)</sup>
		MAXIMUM OFFERING PRICE PER SHARE	MAXIMUM AGGREGATE OFFERING PRICE	
Common Stock, \$0.001 par value per share	1,690,500	\$10.00	\$16,905,000	\$2,177.37

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- (1) Represents only the additional number of shares of common stock being registered hereby and includes 220,500 shares that may be purchased by the underwriters upon the exercise of their option to purchase additional shares, if any. Does not include 6,037,500 shares of common stock that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-191219).
- (2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price of the additional shares registered hereby.

**This registration statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933.**

**EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This Registration Statement relates to the public offering of common stock of Aerie Pharmaceuticals, Inc. contemplated by the Registration Statement on Form S-1 (File No. 333-191219), as amended (the "Prior Registration Statement"), which was declared effective by the Securities and Exchange Commission on October 24, 2013. This Registration Statement is filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, solely to increase the number of shares to be offered in the public offering by 1,690,500 shares, including 220,500 shares that may be purchased by the underwriters upon the exercise of their option to purchase additional shares, if any. The contents of the Prior Registration Statement, including all exhibits thereto, are hereby incorporated by reference herein.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Bedminster, New Jersey, on this 24th day of October, 2013.

AERIE PHARMACEUTICALS, INC.

By: /s/ Richard J. Rubino  
Richard J. Rubino  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
* Vicente Anido, Jr., PhD	Chief Executive Officer, Chairman of the Board (Principal Executive Officer)	October 24, 2013
/s/ Richard J. Rubino Richard J. Rubino	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	October 24, 2013
* Gerald D. Cagle, PhD	Director	October 24, 2013
* Janet L. Conway, PhD	Director	October 24, 2013
* Geoffrey Duyk, MD, PhD	Director	October 24, 2013
* Murray A. Goldberg	Director	October 24, 2013
* David W. Gryska	Director	October 24, 2013
* Dennis Henner, PhD	Director	October 24, 2013
* David Mack, PhD	Director	October 24, 2013
* 	Director	October 24, 2013

Anand Mehra, MD

\*By: /s/ Richard J. Rubino  
Richard J. Rubino  
Attorney-in-fact

**EXHIBIT INDEX**

<b>EXHIBIT NO.</b>	<b>EXHIBIT DESCRIPTION</b>
5.1	Opinion of Fried, Frank, Harris, Shriver & Jacobson LLP.
23.1	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.
23.2	Consent of Fried, Frank, Harris, Shriver & Jacobson LLP (included in Exhibit 5.1).
24.1*	Power of Attorney.

\* Included on the signature page to the Registrant's Registration Statement on Form S-1 (File no. 333-191219), filed with the Securities and Exchange Commission on September 17, 2013, and incorporated by reference herein.