

AERIE PHARMACEUTICALS INC
Form SC 13D/A
July 11, 2014
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

(Amendment No. 1)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO 240.13d-2(a)**

Aerie Pharmaceuticals, Inc.
(Name of Issuer)

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

00771V108
(CUSIP Number)

Ronald Cami
Vice President

TPG Global, LLC

301 Commerce Street, Suite 3300

Fort Worth, TX 76102

(817) 871-4000
(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

July 9, 2014
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 7 Pages)

* 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 disclosures provided in a prior cover page.

The information required on 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*).

CUSIP No. 00771V108 13D Page 2 of 7 Pages

NAMES OF REPORTING PERSONS

1 TPG Group Holdings (SBS) Advisors, Inc.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (see instructions)

(a)

(b)

3 SEC USE ONLY
4 SOURCE OF FUNDS (see instructions)

OO (See Item 3)
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

5

6 Delaware

7 SOLE VOTING POWER

8 NUMBER OF SHARES

-0- SHARED VOTING POWER

9 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

3,387,466 (See Items 3, 4 and 5) SOLE DISPOSITIVE

POWER

-0-

10 SHARED
DISPOSITIVE
POWER

3,387,466 (See
Items 3, 4 and
5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

3,387,466 (See Items 3, 4
and 5)

12 CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW (11) o
EXCLUDES
CERTAIN
SHARES (see
instructions)
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW 11

14 14.5% (See Items 5)*
TYPE OF REPORTING
PERSON

CO

The calculation is based on 23,437,055 shares of Common Stock outstanding as of May 6, 2014 as reported in the
*Issuer's quarterly report on Form 10-Q filed with the Securities and Exchange Commission (the "Commission") on
May 13, 2014.

CUSIP No. 00771V108 13D Page 3 of 7 Pages

1 NAMES OF REPORTING PERSONS

David Bonderman
CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP

2 (see instructions)

(a)

(b)

3 SEC USE ONLY
4 SOURCE OF FUNDS (see instructions)

OO (See Item 3)
CHECK IF
DISCLOSURE OF
LEGAL
5 PROCEEDINGS IS
REQUIRED
PURSUANT TO
ITEM 2(d) or 2(e)
CITIZENSHIP OR PLACE OF
6 ORGANIZATION

United States

7 SOLE
VOTING
POWER

NUMBER OF
SHARES

-0-
8 SHARED
VOTING
POWER

BENEFICIALLY
OWNED BY
EACH REPORTING

3,387,466 (See
Items 3, 4 and
5)

PERSON WITH

9 SOLE
DISPOSITIVE
POWER

-0-

10 SHARED
DISPOSITIVE
POWER

3,387,466 (See
Items 3, 4 and
5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

3,387,466 (See Items 3, 4
and 5)

12 CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW (11) o
EXCLUDES
CERTAIN
SHARES (see
instructions)
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW 11

14 14.5% (See Items 5)*
TYPE OF REPORTING
PERSON

IN

*The calculation is based on 23,437,055 shares of Common Stock outstanding as of May 6, 2014 as reported in the Issuer's quarterly report on Form 10-Q filed with the Commission on May 13, 2014.

CUSIP No. 00771V108 13D Page 4 of 7 Pages

1 NAMES OF REPORTING PERSONS

James G. Coulter
 CHECK THE
 APPROPRIATE BOX
 IF A MEMBER OF A
 GROUP

2 (see instructions)

(a)

(b)

3 SEC USE ONLY
 4 SOURCE OF FUNDS (see instructions)

OO (See Item 3)
 CHECK IF
 DISCLOSURE OF
 LEGAL
 5 PROCEEDINGS IS
 REQUIRED
 PURSUANT TO
 ITEM 2(d) or 2(e)
 CITIZENSHIP OR PLACE OF
 6 ORGANIZATION

United States

7 SOLE
 VOTING
 POWER

NUMBER OF
 SHARES

-0-
 SHARED
 VOTING
 POWER

8 BENEFICIALLY
 OWNED BY
 EACH REPORTING

3,387,466 (See
 Items 3, 4 and
 5)

PERSON WITH

9 SOLE
 DISPOSITIVE
 POWER

-0-

10 SHARED
DISPOSITIVE
POWER

3,387,466 (See
Items 3, 4 and
5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

3,387,466 (See Items 3, 4
and 5)

12 CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW (11) o
EXCLUDES
CERTAIN
SHARES (see
instructions)
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW 11

14 14.5% (See Items 5)*
TYPE OF REPORTING
PERSON

IN

*The calculation is based on 23,437,055 shares of Common Stock outstanding as of May 6, 2014 as reported in the Issuer's quarterly report on Form 10-Q filed with the Commission on May 13, 2014.

This Amendment No. 1 (the "Amendment") amends and supplements the Schedule 13D filed by the Reporting Persons on November 12, 2013 (the "Original Schedule 13D" and, as amended and supplemented by this Amendment, the "Schedule 13D") with respect to the Common Stock of the Issuer. Capitalized terms used in this Amendment and not otherwise defined shall have the same meanings ascribed to them in the Original Schedule 13D.

Item 2. Identity and Background

This Amendment amends and restates the second paragraph of Item 2 of the Original Schedule 13D in its entirety as set forth below.

"Group Advisors is the general partner of TPG Group Holdings (SBS), L.P., a Delaware limited partnership, which is the sole member of TPG Holdings I-A, LLC, a Delaware limited liability company, which is the general partner of TPG Holdings I, L.P., a Delaware limited partnership, which is the sole member of TPG Biotechnology GenPar Advisors, LLC, a limited liability company, which is the general partner of TPG Biotechnology GenPar, L.P., a Delaware limited partnership, which is the general partner of each of TPG Biotechnology Partners, L.P., a Delaware limited partnership ("TPG Biotechnology"), which directly holds 2,743,154 shares of Common Stock, and TPG Biotech Reinvest AIV, L.P., a Delaware limited partnership ("TPG Biotech Reinvest" and, together with TPG Biotechnology, the "TPG Funds"), which directly holds 644,312 shares of Common Stock. The shares of Common Stock held by the TPG Funds are collectively referred to herein as the "TPG Shares." Because of Group Advisors' relationship to the TPG Funds, Group Advisors may be deemed to beneficially own the TPG Shares."

Item 4. Purpose of Transaction

This Amendment supplements Item 4 of the Original Schedule 13D by inserting the following after the last paragraph under the heading "*Board of Directors*."

July 2014 Offering

On July 9, 2014, the TPG Funds sold an aggregate of 500,000 shares of Common Stock at a price per share of \$25.05 pursuant to Rule 144 ("Rule 144") under the Securities Act of 1933, as amended.

On July 10, 2014, the TPG Funds sold an aggregate of 500,000 shares of Common Stock at an average price per share of \$25.28 pursuant to Rule 144.

Item 5. Interest in Securities of the Issuer

This Amendment amends and restates the second and third paragraphs of Item 5 of the Original Schedule 13D in its entirety as set forth below.

(a)–(b) The following disclosure assumes that there are 23,437,055 shares of Common Stock outstanding as of May 6, 2014 as reported in the Issuer's quarterly report on Form 10-Q filed with the Commission on May 13, 2014.

Pursuant to Rule 13d-3 of the Act, the Reporting Persons may be deemed to beneficially own 3,387,466 shares of Common Stock, which constitutes approximately 14.5% of the outstanding Common Stock.

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.

Dated: July 11, 2014

TPG Group Holdings (SBS) Advisors, Inc.

By: /s/ Ronald Cami

Name: Ronald Cami

Title: Vice President

David Bonderman

By: /s/ Ronald Cami

Name: Ronald Cami on behalf of David Bonderman (1)

James G. Coulter

By: /s/ Ronald Cami

Name: Ronald Cami on behalf of James G. Coulter (2)

Ronald Cami is signing on behalf of Mr. Bonderman pursuant to an authorization and designation letter dated July (1) 1, 2013, which was previously filed with the Commission as an exhibit to a Schedule 13D filed by Mr. Bonderman on August 14, 2013 (SEC File No. 005-83906).

Ronald Cami is signing on behalf of Mr. Coulter pursuant to an authorization and designation letter dated July 1, (2) 2013, which was previously filed with the Commission as an exhibit to a Schedule 13D filed by Mr. Coulter on August 14, 2013 (SEC File No. 005-83906).

INDEX TO EXHIBITS

Agreement of Joint Filing by TPG Advisors II, Inc., TPG Advisors III, Inc., TPG Advisors V, Inc., TPG Advisors VI, Inc., T3 Advisors, Inc., T3 Advisors II, Inc., TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and
1. James G. Coulter, dated as of February 14, 2011 (previously filed with the Commission as Exhibit 1 to Schedule 13G filed by TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and James G. Coulter on February 14, 2011).

Form of Equity Underwriting Agreement by and among the Issuer and RBC Capital Markets, LLC and Stifel, Nicolaus & Company, Incorporated, as representatives of the several underwriters named in Schedule I thereto
2. (previously filed with the Commission as Exhibit 1.1 to Form S-1/A filed by Aeries Pharmaceuticals, Inc. on October 15, 2013).

Form of Lock-Up Agreement by and among certain stockholders and the directors and officers of the Issuer and RBC Capital Markets, LLC and Stifel, Nicolaus & Company, Incorporated, as representatives of the several
3. underwriters named in Schedule I to the Underwriting Agreement (previously filed with the Commission as Exhibit A to Exhibit 1.1 to Form S-1/A filed by Aeries Pharmaceuticals, Inc. on October 15, 2013).