

Arno Therapeutics, Inc
Form 4
April 11, 2016

FORM 4

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

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kariv Tomer

(Last) (First) (Middle)

200 ROUTE 31 NORTH, SUITE 104

(Street)

FLEMINGTON, NJ 08822

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Arno Therapeutics, Inc [ARNI]

3. Date of Earliest Transaction
(Month/Day/Year)

01/12/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)
Common Stock	01/12/2016		P	707,868 (1) A \$ 0.35	1,347,327	I	By Pontifax (Cayman) II L.P. (2)
Common Stock	01/12/2016		P	533,208 (3) A \$ 0.35	1,014,888	I	By Pontifax (Israel) II L.P. (2)
Common Stock	01/12/2016		P	206,986 (4) A \$ 0.35	393,968	I	By Pontifax (Israel) II - Individual

Investors
L.P. ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. I
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	De Sec (In
Stock Option (right to buy)	\$ 8					(5)	11/05/2020	Common Stock	3,750	
Stock Option (right to buy)	\$ 2.4					(6)	11/04/2023	Common Stock	68,448	
Stock Option (right to buy)	\$ 2.9					(7)	01/24/2024	Common Stock	34,224	
2012 Series A Warrants (right to buy)	\$ 1.36 (8)					12/18/2012	12/18/2017	Common Stock	599,064 (8)	
2013 Series D Warrants (right to buy)	\$ 2.14 (8)					10/29/2013	10/29/2018	Common Stock	380,714 (8)	
	\$ 1.36 (8)					12/18/2012	12/18/2017			

2012 Series A Warrants (right to buy)				Common Stock	451,252 (8)
2013 Series D Warrants \$ 2.14 (8) (right to buy)	10/29/2013	10/29/2018		Common Stock	286,777 (8)
2012 Series A Warrants \$ 1.36 (8) (right to buy)	12/18/2012	12/18/2017		Common Stock	175,170 (8)
2013 Series D Warrants \$ 2.14 (8) (right to buy)	10/29/2013	10/29/2018		Common Stock	111,323 (8)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kariv Tomer 200 ROUTE 31 NORTH SUITE 104 FLEMINGTON, NJ 08822	X			

Signatures

/s/ Christopher J. Melsha as Attorney-in-Fact for Tomer Kariv pursuant to Power of Attorney previously filed.

01/14/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) On January 12, 2016, Pontifax (Cayman) II L.P. was issued 707,868 shares upon the automatic conversion of \$247,753.81 of principal and accrued interest under a 6% unsecured convertible promissory note previously issued to Pontifax (Cayman) II L.P. by the Issuer on October 21, 2015.

(2) The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(3) On January 12, 2016, Pontifax (Israel) II L.P. was issued 533,208 shares upon the automatic conversion of \$186,622.98 of principal and accrued interest under a 6% unsecured convertible promissory note previously issued to Pontifax (Israel) II L.P. by the Issuer on October 21, 2015.

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On January 12, 2016, Pontifax (Israel) II - Individual Investors L.P. was issued 206,986 shares upon the automatic conversion of

- (4) \$72,445.12 of principal and accrued interest under a 6% unsecured convertible promissory note previously issued to Pontifax (Israel) II - Individual Investors L.P. by the Issuer on October 21, 2015.
- (5) Currently exercisable.
- (6) Vests in equal 36-monthly installments commencing 12/4/13.
- (7) Vests in equal 12-monthly installments commencing 2/24/14.

As a result of the Issuer's 1/12/16 private placement of common stock at \$0.35/share, the exercise price and number of shares subject to

- (8) the 2012 Series A Warrants and 2013 Series D Warrants were automatically adjusted to the exercise price and shares reflected, pursuant to anti-dilution adjustment provisions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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