Aralez Pharmaceuticals Inc.

Form 4

May 13, 2016

FORM 4 UNITED

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

OMB APPROVAL

Number: 3235-0287

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5. Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

1. Name and Address of Reporting Person *

05/12/2016

without par value

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

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

| KOVEN A | NDREW I | Symbol | | | Issuer | | | | |
|--------------------------------------|---|---|--------------------------------------|---|--|--|---|--|--|
| <i>(</i> 1 | (F' A) | | Pharmaceuticals 1 | | (Check all applicable) | | | | |
| (Last) | (First) (| , -, -, -, -, -, -, -, -, -, -, -, -, -, | of Earliest Transaction Day/Year) | 1 | Director | 10% | Owner | | |
| C/O ARAL | EZ | 05/12/2 | 2016 | | X Officer (give title Other (specify below) | | | | |
| | CEUTICALS INC AVENUE EAST | ICALS INC.,, 151 President & Chief Business Countries of the | | | | | ss Off | | |
| (Street) | | | endment, Date Origin | al | 6. Individual or Joint/Group Filing(Check | | | | |
| | | Filed(Mo | onth/Day/Year) | | Applicable Line) | | | | |
| MILTON, O | ONTARIO, A6 L | 9T 1Y1 | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) | (State) | (Zip) Tak | ole I - Non-Derivativ | e Securities Acqu | ired, Disposed of, | or Beneficial | ly Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Transaction Dispo | 4 and 5) (A) or | 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) | | |
| Shares, | 05/12/2016 | | P 71 500 | , \$ | 1 610 306 | D | | | |

71,500

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

P

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SEC 1474

(9-02)

1,610,306

3.4891

D

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transacti | 5. orNumber | 6. Date Exerc Expiration D | | 7. Title Amount | | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|--|--------------------------------------|-------------------------------|--------------------|----------------|-------------------------------|--------------------|----------------------------------|--|------------------------|---|
| Security (Instr. 3) | or Exercise Price of Derivative Security | (Month/Day/Tear) | any (Month/Day/Year) | Code (Instr. 8) | of | (Month/Day/ | | Underly Securiti (Instr. 3 | ying ies | Security (Instr. 5) | Secur Bene Owne Follo Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title N | Amount or Number of Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

KOVEN ANDREW I C/O ARALEZ PHARMACEUTICALS INC., 151 STEELES AVENUE EAST MILTON, ONTARIO, A6 L9T 1Y1

President & Chief Business Off

Signatures

/s/ Scott J. Charles, attorney-in-fact for Andrew I. Koven

05/13/2016

**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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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