

Aralez Pharmaceuticals Inc.
Form 4
June 20, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
thrasher francis martin

(Last) (First) (Middle)

C/O ARALEZ
PHARMACEUTICALS INC., 7100
WEST CREDIT AVENUE, SUITE
101

(Street)

MISSISSAUGA, A6 L5N 0E4

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Aralez Pharmaceuticals Inc. [ARLZ]

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

06/16/2016

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 Ownership (Instr. 4)
Common Shares, without par value	06/16/2016		A ⁽¹⁾	7,500 A \$ 0	11,865 ⁽²⁾ ⁽³⁾	D	
Common Shares, without par value					272,813	I	By 2089636 Ontario Ltd. ⁽⁴⁾

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

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.

SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 3.42	06/16/2016		A	15,000	⁽⁵⁾ 06/16/2026	Common Shares, without par value 15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
thrasher francis martin C/O ARALEZ PHARMACEUTICALS INC., 7100 WEST CREDIT AVENUE, SUITE 101 MISSISSAUGA, A6 L5N 0E4	X			

Signatures

/s/ Eric L. Trachtenberg, attorney-in-fact for Francis Martin
Thrasher 06/20/2016

__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) Restricted Stock Units, all of which vest on the earlier of June 16, 2017 or the date of the Company's next annual shareholder meeting, subject to the director's continued service on the Board as of such date.
- (2) Includes 4,365 shares of Common Stock and 7,500 Restricted Stock Units.
- (3) Due to a clerical error on the Reporting Person's Form 4, dated as of June 15, 2016, the amount of securities directly beneficially owned by the Reporting Person was incorrectly reported as 277,178 (which reflected the combined amount of securities directly and indirectly owned by the Reporting Person) rather than 4,365. This Form 4 reflects the correct amount of directly beneficially owned securities and

Edgar Filing: Aralez Pharmaceuticals Inc. - Form 4

indirectly owned securities, properly reported as separate line items.

- (4) The Reporting Person is the sole owner and president of 2089636 Ontario Ltd.
- (5) The option vests in one installment on the earlier of June 16, 2017 or the date of the Company's next annual shareholder meeting, subject to the director's continued service on the Board as of such date.

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.