

AERIE PHARMACEUTICALS INC
Form 8-K
August 22, 2018

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 22, 2018

Aerie Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-36152
(Commission

File Number)
4301 Emperor Boulevard, Suite 400

Durham, North Carolina 27703

20-3109565
(I.R.S. Employer

Identification Number)

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (919) 237-5300

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

Aerie Pharmaceuticals, Inc. (the Company) is filing this Current Report on Form 8-K to provide a copy of the legal opinion of Fried, Frank, Harris, Shriver & Jacobson LLP relating to up to 329,124 shares of the Company's common stock, par value \$0.001 per share, that may be offered and sold from time to time pursuant to the Company's registration statement on Form S-3 (File No. 333-213643) and the related prospectus supplement, dated August 22, 2018, by the stockholders named in the prospectus supplement. The opinion filed herewith as Exhibit 5.1 is incorporated by reference into the above referenced registration statement on Form S-3.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

No.	Description
5.1	Opinion of Fried, Frank, Harris, Shriver & Jacobson LLP
23.1	Consent of Fried, Frank, Harris, Shriver & Jacobson LLP (included in Exhibit 5.1)

EXHIBIT INDEX

Exhibit	Description
5.1	<u>Opinion of Fried, Frank, Harris, Shriver & Jacobson LLP</u>
23.1	<u>Consent of Fried, Frank, Harris, Shriver & Jacobson LLP (included in Exhibit 5.1)</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AERIE PHARMACEUTICALS, INC.

Date: August 22, 2018

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

nt:4%; font-size:10pt; font-family:Times New Roman">Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 5, 2013

OFFICE DEPOT, INC.

By: /s/ Elisa D. Garcia C.
Elisa D. Garcia C.
Executive Vice President, General Counsel
and Corporate Secretary

EXHIBIT INDEX

Exhibit

Number	Description
Exhibit 10.1	Letter Agreement between the Company and Mr. Hare
Exhibit 10.2	2013 Non-Qualified Stock Option Award Agreement between the Company and Mr. Hare
Exhibit 10.3	2013 Restricted Stock Unit Award Agreement between the Company and Mr. Hare
Exhibit 10.4	2013 Performance Share Award Agreement between the Company and Mr. Hare
Exhibit 99.1	Office Depot, Inc. News Release dated December 2, 2013