#### Edgar Filing: AILERON THERAPEUTICS INC - Form 4

#### AILERON THERAPEUTICS INC

Form 4 July 05, 2017

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

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January 31, 2005

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

ROCHE HOLDING LTD S			2. Issuer Name and Ticker or Trading Symbol AILERON THERAPEUTICS INC [ALRN]						5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)  GRENZAC	(First) HERSTRASSE	(Middle) 122	3. Date of (Month/D 07/05/20	ay/Year		ansaction			DirectorX10% Owner Officer (give title below) Other (specify below)			
Filed(Mont				endment, Date Original nth/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting			
BASEL, V8 CH4070									Person			
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Dai (Month/Day/Year)	) Execution any	med on Date, if Day/Year)	3. Transa Code (Instr.	8)	4. Securitie n(A) or Disp (Instr. 3, 4 a	osed o	of (D)	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	07/05/2017			C		579,093	A	(1)	582,963	D (2)		
Common Stock	07/05/2017			P		119,400	A	\$ 15	702,363	D (2)		

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

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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 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. Transactic Code (Instr. 8)	5. Number of or 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
Series D Preferred Stock	<u>(1)</u>	07/05/2017		C	3,39	90,885	<u>(1)</u>	<u>(1)</u>	Common Stock	341,238
Series E-2 Preferred Stock	Ш	07/05/2017		С	73	5,775	<u>(1)</u>	<u>(1)</u>	Common Stock	74,043
Series E-3 Preferred Stock	(1)	07/05/2017		С	63	8,194	<u>(1)</u>	<u>(1)</u>	Common Stock	64,224
Series F Preferred Stock	(1)	07/05/2017		С	98	9,594	<u>(1)</u>	<u>(1)</u>	Common Stock	99,586

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting owner runner runners	Director	10% Owner	Officer	Other			
ROCHE HOLDING LTD GRENZACHERSTRASSE 122 BASEL, V8 CH4070		X					
ROCHE FINANCE LTD GRENZACHERSTRASSE 124 BASEL, V8 CH4070		X					
Signatures							
/s/ Carole Nuechterlein, authoriz	ed	07/	05/2017				
**Signature of Reporting Person			Date				
/s/ Andreas Knierzinger, authorisignatory	zed	07/	05/2017				
**Signature of Reporting Person			Date				

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## **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).
- The Series D, Series E-2, Series E-3 and Series F Preferred Stock converted into Common Stock on a 9.937-for-one basis upon the closing of the Issuer's initial public offering without payment of consideration. The Series D, Series E-2, Series E-3 and Series F Preferred Stock were convertible at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares had no expiration date.
  - Roche Finance Ltd is the direct beneficial owner of these securities of the Issuer, except for 3,870 shares of Common Stock held by Genentech, Inc., for which Roche Finance Ltd exercises voting and investment control. Roche Finance Ltd is a wholly owned subsidiary of Roche Holding Ltd. Roche Holding Ltd is the indirect beneficial owner of these securities of the Issuer. Each Reporting Person
- (2) disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein, if any. Each Reporting Person also disclaims beneficial ownership of any securities of the Issuer that may be or are beneficially owned by any other person or persons other than such Reporting Person. This Form 4 shall not be deemed an admission that any Reporting Person or other person is a beneficial owner of any securities of the Issuer for any purpose, other than the securities reported in this Form 4.

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.