

AILERON THERAPEUTICS INC
Form 4
July 05, 2017

FORM 4

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

OMB APPROVAL

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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 *
ROCHE HOLDING LTD

2. Issuer Name and Ticker or Trading Symbol
AILERON THERAPEUTICS INC
[ALRN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
GRENZACHERSTRASSE 122

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/05/2017

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

BASEL, V8 CH4070

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| 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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SEC 1474
(9-02)

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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. 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 |
| Series D Preferred Stock | (1) | 07/05/2017 | | C | 3,390,885 | (1) | (1) | Common Stock | 341,238 |
| Series E-2 Preferred Stock | (1) | 07/05/2017 | | C | 735,775 | (1) | (1) | Common Stock | 74,043 |
| Series E-3 Preferred Stock | (1) | 07/05/2017 | | C | 638,194 | (1) | (1) | Common Stock | 64,224 |
| Series F Preferred Stock | (1) | 07/05/2017 | | C | 989,594 | (1) | (1) | Common Stock | 99,586 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | 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, authorized signatory
07/05/2017
**Signature of Reporting Person Date

/s/ Andreas Knierzinger, authorized signatory
07/05/2017
**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) 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.

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