

Brady Todd C
Form 4
March 07, 2019

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 *
Brady Todd C

(Last) (First) (Middle)

C/O ALDEYRA THERAPEUTICS, INC., 131 HARTWELL AVENUE

(Street)

LEXINGTON, MA 02421

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Aldeyra Therapeutics, Inc. [ALDX]

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

03/05/2019

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)

President and CEO

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)
			Code	V	Amount or Price		
Common Stock	03/05/2019		A		250,000 (1)	A	\$ 0 556,054 (2) D

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)

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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 Number Shares
Employee Stock Option (Right to Buy)	\$ 8.05	03/05/2019		A	250,000		(3)	03/04/2029	Common Stock	250,000
Bonus Units	\$ 8.05 (4)	03/05/2019		A	45,329		(4)	(4)	Common Stock	45,329

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brady Todd C C/O ALDEYRA THERAPEUTICS, INC. 131 HARTWELL AVENUE LEXINGTON, MA 02421	X		President and CEO	

Signatures

/s/ Todd C.
Brady

03/07/2019

**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).

- Represents shares of common stock underlying a time-based restricted stock unit award (RSU). The RSU vests ratably in equal annual installments over a four-year period beginning on January 1, 2019, provided that the Reporting Person has provided continuous service to the Issuer through the applicable vesting date.
- (1) Represents shares of common stock underlying a time-based restricted stock unit award (RSU). The RSU vests ratably in equal annual installments over a four-year period beginning on January 1, 2019, provided that the Reporting Person has provided continuous service to the Issuer through the applicable vesting date.
 - (2) Includes 3,571 shares of common stock acquired under the Issuer's Employee Stock Purchase Plan (ESPP) in 2018.
 - (3) The shares subject to this option shall vest in equal monthly installments over the next 48 months of continuous service to the Issuer after January 1, 2019.
 - (4) The bonus units vest in four (4) annual installments from the date of grant and entitle the Reporting Person to receive a cash payment, on the earlier of (i) four (4) years from the date of grant or (ii) a Change of Control of the Issuer (as defined in the grant documents), equal in value to the amount by which the then value of the Issuer's common stock exceeds the base value of \$8.05.

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.