

Pontifax IV GP L.P.  
Form 4  
June 19, 2018

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Pontifax Management 4 G.P. (2015)  
Ltd.

(Last) (First) (Middle)

C/O ELOXX  
PHARMACEUTICALS, INC., 950  
WINTER STREET, 4TH FLOOR  
NORTH

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Eloxx Pharmaceuticals, Inc. [ELOX]

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

06/15/2018

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

4. If Amendment, Date Original  
Filed(Month/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  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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)

## Edgar Filing: Pontifax IV GP L.P. - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 23.27                                                           | 06/15/2018                              |                                                             | A                                    | 40,000                                                                                                       | <u>(1)</u> 06/15/2028                                          | Common<br>Stock                                                     | 40,000                                 |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 23.27                                                           | 06/15/2018                              |                                                             | A                                    | 40,000                                                                                                       | <u>(1)</u> 06/15/2028                                          | Common<br>Stock                                                     | 40,000                                 |

## Reporting Owners

| Reporting Owner Name / Address                                                                                                       | Relationships |           |         |       |
|--------------------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                                                      | Director      | 10% Owner | Officer | Other |
| Pontifax Management 4 G.P. (2015) Ltd.<br>C/O ELOXX PHARMACEUTICALS, INC.<br>950 WINTER STREET, 4TH FLOOR NORTH<br>WALTHAM, MA 02451 |               | X         |         |       |
| Pontifax (Cayman) IV L.P.<br>C/O ELOXX PHARMACEUTICALS, INC.<br>950 WINTER STREET, 4TH FLOOR NORTH<br>WALTHAM, MA 02451              |               | X         |         |       |
| Pontifax (China) IV L.P.<br>C/O ELOXX PHARMACEUTICALS, INC.<br>950 WINTER STREET, 4TH FLOOR NORTH<br>WALTHAM, MA 02451               |               | X         |         |       |
| Pontifax (Israel) IV, L.P.<br>C/O ELOXX PHARMACEUTICALS, INC.<br>950 WINTER STREET, 4TH FLOOR NORTH<br>WALTHAM, MA 02451             |               | X         |         |       |
| Pontifax IV GP L.P.<br>C/O ELOXX PHARMACEUTICALS, INC.<br>950 WINTER STREET, 4TH FLOOR NORTH<br>WALTHAM, MA 02451                    |               | X         |         |       |

## Signatures

|                                                                                                                               |            |
|-------------------------------------------------------------------------------------------------------------------------------|------------|
| Pontifax Management 4 G.P. (2015) Ltd. /s/ Gregory Weaver, Attorney in Fact on behalf of Tomer Kariv, Chief Executive Officer | 06/19/2018 |
|-------------------------------------------------------------------------------------------------------------------------------|------------|

|                                 |      |
|---------------------------------|------|
| __Signature of Reporting Person | Date |
|---------------------------------|------|

|                                                                                                                  |            |
|------------------------------------------------------------------------------------------------------------------|------------|
| Pontifax (Cayman) IV L.P. /s/ Gregory Weaver, Attorney in Fact on behalf of Tomer Kariv, Chief Executive Officer | 06/19/2018 |
|------------------------------------------------------------------------------------------------------------------|------------|

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|---------------------------------|------|
| __Signature of Reporting Person | Date |
|---------------------------------|------|

|                                                                                                                 |            |
|-----------------------------------------------------------------------------------------------------------------|------------|
| Pontifax (China) IV L.P. /s/ Gregory Weaver, Attorney in Fact on behalf of Tomer Kariv, Chief Executive Officer | 06/19/2018 |
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|---------------------------------|------|
| __Signature of Reporting Person | Date |
|---------------------------------|------|

|                                                                                                                   |            |
|-------------------------------------------------------------------------------------------------------------------|------------|
| Pontifax (Israel) IV, L.P. /s/ Gregory Weaver, Attorney in Fact on behalf of Tomer Kariv, Chief Executive Officer | 06/19/2018 |
|-------------------------------------------------------------------------------------------------------------------|------------|

|                                 |      |
|---------------------------------|------|
| __Signature of Reporting Person | Date |
|---------------------------------|------|

|                                                                                                            |            |
|------------------------------------------------------------------------------------------------------------|------------|
| Pontifax IV GP L.P. /s/ Gregory Weaver, Attorney in Fact on behalf of Tomer Kariv, Chief Executive Officer | 06/19/2018 |
|------------------------------------------------------------------------------------------------------------|------------|

|                                 |      |
|---------------------------------|------|
| __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) One half (1/2) of the shares underlying the option shall vest on June 15, 2019 (the "Cliff Vesting Date"), the remainder of the grant shall vest in equal installments on each successive monthly anniversary of the Cliff Vesting Date, subject to Reporting Person's continuous service as of each such date.

(2) The reported securities are owned directly by Tomer Kariv, a general partner of Pontifax Management 4 G.P. (2015) Ltd. ("Pontifax 4"). Mr. Kariv will assign the economic interests of the reported securities to Pontifax 4 and it may be deemed the indirect beneficial owner of the security. Pontifax 4 disclaims beneficial ownership of the security except to the extent of its pecuniary interest therein.

(3) The reported securities are owned directly by Ran Nussbaum, a general partner of Pontifax 4. Mr. Nussbaum will assign the economic interests of the reported securities to Pontifax 4 and it may be deemed the indirect beneficial owner of the security. Pontifax 4 disclaims beneficial ownership of the security except to the extent of its pecuniary interest therein.

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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