

Kariv Tomer  
Form 4  
May 07, 2013

**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 \*  
Kariv Tomer

2. Issuer Name and Ticker or Trading Symbol  
Arno Therapeutics, Inc [ARNI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
200 ROUTE 31 NORTH, SUITE 104  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
04/29/2013

Director  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  
 Form filed by More than One Reporting Person

FLEMINGTON, NJ 08822

(City) (State) (Zip)

**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	(A) or (D)	Price			
Common Stock	04/29/2013		J <sup>(1)</sup>		55,714	A	\$ 0.3	1,585,551	I	By Pontifax (Cayman) II L.P. <sup>(2)</sup>
Common Stock	04/29/2013		J <sup>(3)</sup>		41,967	A	\$ 0.3	1,194,335	I	By Pontifax (Israel) II L.P. <sup>(2)</sup>
Common Stock	04/29/2013		J <sup>(4)</sup>		16,291	A	\$ 0.3	463,627	I	By Pontifax (Israel) II - Individual Investors L.P. <sup>(2)</sup>

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

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SEC 1474  
(9-02)

**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
Stock Option (right to buy)	\$ 1					(5)	11/05/2020	Common Stock	30,000
Class B Warrants (right to buy)	\$ 0.5649					09/09/2010	09/09/2015	Common Stock	615,935
8% Senior Convertible Debentures	\$ 0.3					12/18/2012	12/18/2015	Common Stock	1,629,457
Series A Warrants (right to buy)	\$ 0.5					12/18/2012	12/18/2017	Common Stock	1,629,457
Series B Warrants (right to buy)	\$ 0.3					12/18/2012	06/18/2014	Common Stock	1,629,457
Class B Warrants (right to buy)	\$ 0.5649					09/09/2010	09/09/2015	Common Stock	463,961
8% Senior Convertible Debentures	\$ 0.3					12/18/2012	12/18/2015	Common Stock	1,227,410

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Series A Warrants (right to buy)	\$ 0.5	12/18/2012	12/18/2017	Common Stock	1,227,410
Series B Warrants (right to buy)	\$ 0.3	12/18/2012	06/18/2014	Common Stock	1,227,410
Class B Warrants (right to buy)	\$ 0.5649	09/09/2010	09/09/2015	Common Stock	180,104
8% Senior Convertible Debentures	\$ 0.3	12/18/2012	12/18/2015	Common Stock	476,467
Series A Warrants (right to buy)	\$ 0.5	12/18/2012	12/18/2017	Common Stock	476,467
Series B Warrants (right to buy)	\$ 0.3	12/18/2012	06/18/2014	Common Stock	476,647

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kariv Tomer 200 ROUTE 31 NORTH SUITE 104 FLEMINGTON, NJ 08822		X		

## Signatures

/s/ Christopher J. Melsha as Attorney-in-Fact for Tomer Kariv pursuant to Power of Attorney previously filed.

05/07/2013

\*\*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) Shares issued in lieu of cash payment of liquidated damages in the amount of \$16,714.31, pursuant to the terms of a Registration Rights Agreement dated November 26, 2012 among the Issuer and the investors identified therein, as amended on March 25, 2013.  
The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (3) Shares issued in lieu of cash payment of liquidated damages in the amount of \$12,590.28, pursuant to the terms of a Registration Rights Agreement dated November 26, 2012 among the Issuer and the investors identified therein, as amended on March 25, 2013.
- (4) Shares issued in lieu of cash payment of liquidated damages in the amount of \$4,887.40, pursuant to the terms of a Registration Rights Agreement dated November 26, 2012 among the Issuer and the investors identified therein, as amended on March 25, 2013.
- (5) Vesting in three equal annual installments commencing 11/5/11.

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.