

Arno Therapeutics, Inc
Form 4
October 31, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Ruchefsky Steven B

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

FLEMINGTON, NJ 08822

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/29/2013

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)

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/29/2013		C		555,440 (1)	A	\$ 2.4	867,106	I	By Commercial Street Capital, LLC (2)
Common Stock	10/29/2013		P		687,500	A	(3)	1,554,606	I	By Commercial Street Capital, LLC (2)
Common Stock	10/29/2013		A		41,666 (4)	A	\$ 2.4	1,596,272	I	By Commercial

Street
Capital, LLC
(2)

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

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(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 Underlying (Instr. 3 and 4)
					Code	V	(A)	(D)	Date Exercisable	
Stock Option (right to buy)	\$ 8							<u>(5)</u>	11/05/2020	Common Stock
Warrants (right to buy)	\$ 8.8							09/09/2010	09/09/2015	Common Stock
2010 Class B Warrants (right to buy)	\$ 3.08 <u>(6)</u>							10/29/2013	09/09/2015	Common Stock
8% Senior Convertible Debentures	\$ 2.4	10/29/2013		C		520,833		11/26/2012	11/26/2015	Common Stock
2012 Series A Warrants (right to buy)	\$ 2.4 <u>(7)</u>							10/29/2013	11/26/2017	Common Stock
2012 Series B Warrants (right to buy)	\$ 2.4	10/29/2013		D <u>(8)</u>		520,833		11/26/2012	05/26/2014	Common Stock

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2012 Series B Warrants (right to buy)	\$ 2.4	10/29/2013	A ⁽⁸⁾	520,833 (8)	10/29/2013	10/31/2014	Common Stock
2013 Series D Warrants (right to buy)	\$ 4	10/29/2013	P	687,500	10/29/2013	10/29/2018	Common Stock
2013 Series E Warrants (right to buy)	\$ 2.4	10/29/2013	P	687,500	10/29/2013	10/31/2014	Common Stock

Reporting Owners

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

Signatures

/s/ Christopher J. Melsha as Attorney-in-Fact for Steven B. Ruchefsky pursuant to Power of Attorney previously filed 10/31/2013

__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) On October 29, 2013, the Issuer and the holders of Issuer's 2012 8% Senior Convertible Debentures ("Holders"), which included the Reporting Person, entered into a Conversion Agreement ("Conversion Agreement") pursuant to which all Holders agreed to convert all outstanding principal and accrued interest under such debentures at a per share price of \$2.40. Shares reflected represent shares issued to Reporting Person upon conversion of \$1,333,056 of principal and accrued interest.
- (2) 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) The reported securities are included within 687,500 Issuer units purchased by the Reporting Person for \$2.40 per unit. Each unit consists of one share of common stock, a 2013 Series D Warrant to purchase one share of common stock, and a 2013 Series E Warrant to purchase one share of common stock.
- (4) Pursuant to Conversion Agreement, Issuer also paid to each Holder additional 12 mos. interest for converting the debentures, which amount was satisfied by the issuance of common stock at a price of \$2.40 per share. Shares reflected represented issuance in satisfaction of additional interest of \$100,000.
- (5) Vesting in three equal annual installments commencing 11/5/11.

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- (6) As a result of the Issuer's 10/29/13 private placement of common stock at \$2.40/share, the exercise price subject to the 2010 Class B Warrants was automatically adjusted to the exercise price reflected, pursuant to anti-dilution adjustment provisions.
- (7) As a result of the Issuer's 10/29/13 private placement of common stock at \$2.40/share, the exercise price and number of shares subject to the 2012 Series A Warrants were automatically adjusted to the exercise price and shares reflected, pursuant to anti-dilution adjustment provisions.
- (8) The two reported transactions involved an amendment of an outstanding warrant extending the expiration date from 5/26/14 to 10/31/14, resulting in the deemed cancellation of the "old" warrant and the issuance of a replacement warrant. The "old" warrant was originally granted on 11/26/12.

Remarks:

ON 10/29/13, THE COMPANY COMPLETED A ONE-FOR-EIGHT REVERSE STOCK SPLIT. ALL COMMON STOCK,

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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