

Arno Therapeutics, Inc
Form 4
November 05, 2013

FORM 4

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

OMB APPROVAL

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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 *
Belldegrun Arie

(Last) (First) (Middle)

C/O ARNO THERAPEUTICS,
INC., 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)		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)	
				(A) or (D)	Price				
Common Stock	10/29/2013		C	V	66,652 (1)	\$ 2.4	86,312	I	MDRB Partnership, L.P. (2)
Common Stock	10/29/2013		A	V	5,000 (3)	\$ 2.4	91,312	I	MDRB Partnership, L.P. (2)
Common Stock	10/29/2013		P	V	83,332	\$ 1.7	174,644	I	MDRB Partnership, L.P. (2)
Common Stock	10/29/2013		C	V	88,871	\$	93,815	I	Arie S.

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Stock			<u>(6)</u>		2.4				Belldegrun, M.D. Inc. Profit Sharing Plan <u>(4)</u>
Common Stock	10/29/2013		A	6,666 <u>(7)</u>	A	\$ 2.4	100,481	I	Arie S. Belldegrun, M.D. Inc. Profit Sharing Plan <u>(4)</u>

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
2010 Class B Warrants (right to buy)	\$ 3.08 <u>(8)</u>					09/09/2010 09/09/2015	Common Stock
8% Senior Convertible Debentures	\$ 2.4	10/29/2013		C	62,500	11/26/2012 11/26/2015	Common Stock
2012 Series A Warrants (right to buy)	\$ 2.4 <u>(9)</u>					11/26/2012 11/26/2017	Common Stock
2012 Series B Warrants (right to buy)	\$ 2.4	10/29/2013		D ⁽¹⁰⁾	62,500	11/26/2012 05/26/2014	Common Stock
2012 Series B Warrants (right to buy)	\$ 2.4	10/29/2013		A ⁽¹⁰⁾	62,500	10/29/2013 10/31/2014	Common Stock

buy)									
2013 Series D Warrants (right to buy)	\$ 4	10/29/2013	P	83,333	10/29/2013	10/29/2018			Common Stock
2013 Series E Warrants (right to buy)	\$ 2.4	10/29/2013	P	83,333	10/29/2013	10/31/2014			Common Stock
8% Senior Convertible Debentures	\$ 2.4	10/29/2013	C	83,333	11/26/2012	11/26/2015			Common Stock
2012 Series A Warrants (right to buy)	\$ 2.4 ⁽⁹⁾				11/26/2012	11/26/2017			Common Stock
2012 Series B Warrants (right to buy)	\$ 2.4	10/29/2013	D ⁽¹⁰⁾	83,333	11/26/2012	05/26/2014			Common Stock
2012 Series B Warrants (right to buy)	\$ 2.4	10/29/2013	A ⁽¹⁰⁾	83,333	10/29/2013	10/31/2014			Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Beldegrun Arie C/O ARNO THERAPEUTICS, INC. 200 ROUTE 31 NORTH, SUITE 104 FLEMINGTON, NJ 08822	X			

Signatures

/s/ Christopher J. Melsha as Attorney-in-Fact for Arie S. Belldegrun pursuant to a Power of Attorney previously filed.

11/05/2013

__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 \$159,967 of principal and accrued interest.
- (2) The Reporting Person is the managing partner of the limited partnership that owns the securities. The Reporting Person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (3) 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 \$12,000.
- (4) The Reporting Person is the trustee of the profit sharing plan that owns the securities.
- (5) The reported securities are included within 83,332 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.
- (6) 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 \$213,289 of principal and accrued interest.
- (7) 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 \$16,000.
- (8) 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.
- (9) 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.
- (10) 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:

PART TWO OF TWO FILINGS ON 10/31/13.

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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