

Arno Therapeutics, Inc  
 Form 4  
 January 28, 2014

**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

(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)  
 01/24/2014

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					639,459	I	By Pontifax (Cayman) II L.P. <sup>(1)</sup>
Common Stock					481,680	I	By Pontifax (Israel) II L.P. <sup>(1)</sup>
Common Stock					186,982	I	By Pontifax (Israel) II - Individual Investors L.P. <sup>(1)</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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(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)	\$ 8					(2)	11/05/2020	Common Stock	3,750
Stock Option (right to buy)	\$ 2.4					(3)	11/04/2023	Common Stock	68,448
Stock Option (right to buy)	\$ 2.9	01/24/2014		A	34,224	(4)	01/24/2024	Common Stock	34,224
2010 Class B Warrants (right to buy)	\$ 3.08					09/09/2010	09/09/2015	Common Stock	76,991
2012 Series A Warrants (right to buy)	\$ 2.4					12/18/2012	12/18/2017	Common Stock	339,470
2012 Series B Warrants (right to buy)	\$ 2.4					10/29/2013	10/31/2014	Common stock	203,682
2013 Series D	\$ 4					10/29/2013	10/29/2018	Common Stock	203,682

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Warrants (right to buy)						
2013 Series E Warrants (right to buy)	\$ 2.4		10/29/2013	10/31/2014	Common Stock	203,682
2010 Class B Warrants (right to buy)	\$ 3.08		09/09/2010	09/09/2015	Common Stock	57,995
2012 Series A Warrants (right to buy)	\$ 2.4		12/18/2012	12/18/2017	Common Stock	255,710
2012 Series B Warrants (right to buy)	\$ 2.4		10/29/2013	10/31/2014	Common Stock	153,426
2013 Series D Warrants (right to buy)	\$ 4		10/29/2013	10/29/2018	Common Stock	153,426
2013 Series E Warrants (right to buy)	\$ 2.4		10/29/2013	10/31/2014	Common Stock	153,426
2010 Class B Warrants (right to buy)	\$ 3.08		09/09/2010	09/09/2015	Common Stock	22,513
2012 Series A Warrants (right to buy)	\$ 2.4		12/18/2012	12/18/2017	Common Stock	99,263
2012 Series B Warrants	\$ 2.4		10/29/2013	10/31/2014	Common Stock	59,558

(right to buy)

2013

Series D

Warrants \$ 4

10/29/2013 10/29/2018

Common Stock

59,558

(right to buy)

2013

Series E

Warrants \$ 2.4

10/29/2013 10/31/2014

Common Stock

59,558

(right to buy)

## 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.

01/28/2014

\_\_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).

The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this

- (1) 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.
- (2) Vests in three equal annual installments commencing 11/5/11.
- (3) Vests in equal 36-monthly installments commencing 12/4/13.
- (4) Vests in equal 12-monthly installments commencing 2/24/14.

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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