

Arno Therapeutics, Inc
 Form 5
 February 17, 2015

FORM 5

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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2014

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 Reporting

(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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|--------------------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 639,459 | I | By Pontifax (Cayman) II L.P. (1) |
| Common Stock | Â | Â | Â | Â | Â | Â | 481,680 | I | By Pontifax (Israel) II L.P. (1) |
| Common stock | Â | Â | Â | Â | Â | Â | 186,982 | I | By Pontifax (Israel) II - Individual |

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Investors
L.P. ⁽¹⁾

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 7) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| 2012 Series B Warrants (right to buy) | \$ 2.4 | 10/28/2014 | Â | D4 ⁽²⁾ | Â | 203,682 | 10/29/2013 | 10/31/2014 | Common Stock |
| 2012 Series B Warrants (right to buy) | \$ 2.4 | 10/28/2014 | Â | A4 ⁽²⁾ | | 203,682 | 10/29/2013 | 01/31/2015 | Common Stock |
| 2013 Series E Warrants (right to buy) | \$ 2.4 | 10/28/2014 | Â | D4 ⁽²⁾ | Â | 203,682 | 10/29/2013 | 10/31/2014 | Common Stock |
| 2013 Series E Warrants (right to buy) | \$ 2.4 | 10/28/2014 | Â | A4 ⁽²⁾ | | 203,682 | 10/29/2013 | 01/31/2015 | Common Stock |
| 2012 Series B Warrants (right to buy) | \$ 2.4 | 10/28/2014 | Â | D4 ⁽²⁾ | Â | 153,426 | 10/29/2013 | 10/31/2014 | Common Stock |
| 2012 Series B Warrants (right to | \$ 2.4 | 10/28/2014 | Â | A4 ⁽²⁾ | | 153,426 | 10/29/2013 | 01/31/2015 | Common Stock |

| | | | | | | | | | |
|---|--------|------------|---|---------------|---------|---------|------------|------------|--------------|
| buy) 2013 Series E Warrants (right to buy) | \$ 2.4 | 10/28/2014 | Â | D4 <u>(2)</u> | Â | 153,426 | 10/29/2013 | 10/31/2014 | Common stock |
| 2013 Series E Warrants (right to buy) | \$ 2.4 | 10/28/2014 | Â | A4 <u>(2)</u> | 153,426 | Â | 10/29/2013 | 01/31/2015 | Common Stock |
| 2012 Series B Warrants (right to buy) | \$ 2.4 | 10/28/2014 | Â | D4 <u>(2)</u> | Â | 59,558 | 10/29/2013 | 10/31/2014 | Common Stock |
| 2012 Series B Warrants (right to buy) | \$ 2.4 | 10/28/2014 | Â | A4 <u>(2)</u> | 59,558 | Â | 10/29/2013 | 01/31/2015 | Common Stock |
| 2013 Series E Warrants (right to buy) | \$ 2.4 | 10/28/2014 | Â | D4 <u>(2)</u> | Â | 59,558 | 10/29/2013 | 10/31/2014 | Common Stock |
| 2013 Series E Warrants (right to buy) | \$ 2.4 | 10/28/2014 | Â | A4 <u>(2)</u> | 59,558 | Â | 10/29/2013 | 01/31/2015 | Common Stock |

Reporting Owners

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

Signatures

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

02/17/2015

**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) 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.

(2) The two reported transactions resulted from the Issuer's unilateral extension of the expiration date of two outstanding warrants from 10/31/14 to 1/31/15. Such extension resulted in the deemed cancellation of the "originally" issued old warrant and the issuance of a replacement warrant. The Series B warrant was originally granted on 11/26/12 and the Series E warrant was originally granted on 10/29/13.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.