

Arno Therapeutics, Inc  
 Form 5  
 February 17, 2015

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
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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 \*  
**Beldegrun Arie**  
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**C/O ARNO THERAPEUTICS, INC., 200 ROUTE 31 NORTH, SUITE 104**  
 (Street)

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

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

**FLEMINGTON, NJ 08822**  
 (City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	^	^	^	^	^	^	3,115	D	^
Common Stock	^	^	^	^	^	^	143,809	I	Leumi Overseas Trust Corp. Ltd as TTEE of the BTL Trust <sup>(1)</sup>

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Common Stock	Â	Â	Â	Â	Â	Â	254,887	I	Leumi Overseas Trust Corp. Ltd. as TTEE of the Tampere Trust <sup>(2)</sup>
Common Stock	Â	Â	Â	Â	Â	Â	379,294	I	Beldegrun Family Trust <sup>(3)</sup>
Common Stock	Â	Â	Â	Â	Â	Â	174,644	I	MDRB Partnership, L.P. <sup>(4)</sup>
Common Stock	Â	Â	Â	Â	Â	Â	100,481	I	Arie S. Beldegrun, M.D. Inc. Profit Sharing Plan <sup>(5)</sup>

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

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SEC 2270  
(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)
					(A)	(D)	Date Exercisable	Expiration Date	
2013 Series E Warrants (right to buy)	\$ 2.4	10/28/2014	Â	D4 <sup>(6)</sup>	Â	104,166	10/29/2013	10/31/2014	Common Stock
2013 Series E Warrants (right to buy)	\$ 2.4	10/28/2014	Â	A4 <sup>(6)</sup>	104,166	Â	10/29/2013	01/31/2015	Common Stock

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2012 Series B Warrants (right to buy)	\$ 2.4	10/28/2014	Â	D4 <u>(6)</u>	Â	125,000	10/29/2013	10/31/2014	Common Stock
2012 Series B Warrants (right to buy)	\$ 2.4	10/28/2014	Â	A4 <u>(6)</u>	125,000	Â	10/29/2013	01/31/2015	Common Stock
2013 Series E Warrants (right to buy)	\$ 2.4	10/28/2014	Â	D4 <u>(6)</u>	Â	104,166	10/29/2013	10/31/2014	Common Stock
2013 Series E Warrants (right to buy)	\$ 2.4	10/28/2014	Â	A4 <u>(6)</u>	104,166	Â	10/29/2013	01/31/2015	Common Stock
2012 Series B Warrants (right to buy)	\$ 2.4	10/28/2014	Â	D4 <u>(6)</u>	Â	145,833	10/29/2013	10/31/2014	Common Stock
2012 Series B Warrants (right to buy)	\$ 2.4	10/28/2014	Â	A4 <u>(6)</u>	145,833	Â	10/29/2013	01/31/2015	Common Stock
2013 Series E Warrants (right to buy)	\$ 2.4	10/28/2014	Â	D4 <u>(6)</u>	Â	187,500	10/29/2013	10/31/2014	Common Stock
2013 Series E Warrants	\$ 2.4	10/28/2014	Â	A4 <u>(6)</u>	187,500	Â	10/29/2013	01/31/2015	Common Stock

(right to buy)

2012

Series B Warrants (right to buy)

\$ 2.4	10/28/2014	Â	D4 <sup>(6)</sup>	Â	62,500	10/29/2013	10/31/2014	Common Stock
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2012

Series B Warrants (right to buy)

\$ 2.4	10/28/2014	Â	A4 <sup>(6)</sup>	62,500	Â	10/29/2013	01/31/2015	Common Stock
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2013

Series E Warrants (right to buy)

\$ 2.4	10/28/2014	Â	D4 <sup>(6)</sup>	Â	83,333	10/29/2013	10/31/2014	Common Stock
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2013

Series E Warrants (right to buy)

\$ 2.4	10/28/2014	Â	A4 <sup>(6)</sup>	83,333	Â	10/29/2013	01/31/2015	Common Stock
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2012

Series B Warrants (right to buy)

\$ 2.4	10/28/2014	Â	D4 <sup>(6)</sup>	Â	83,333	10/29/2013	10/31/2014	Common Stock
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2012

Series B Warrants (right to buy)

\$ 2.4	10/28/2014	Â	A4 <sup>(6)</sup>	83,333	Â	10/29/2013	01/31/2015	Common Stock
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## 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	Â X	Â	Â	Â

## Signatures

/s/ Christopher J. Melsha as Attorney-in-Fact for Arie S. Beldegrun pursuant to a 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) Although the Reporting Person is not a trustee of the BTL Trust, the Reporting Person is a beneficiary of the BTL Trust, and as such may be deemed to be the beneficial owner of the securities owned by the BTL Trust. The Reporting Person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

(2) Although the Reporting Person is not a trustee of the Tampere Trust, the Reporting Person is a beneficiary of the Tampere Trust, and as such may be deemed to be the beneficial owner of the securities owned by the Tampere Trust. The Reporting Person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

(3) The Reporting Person is the trustee of the family trust that owns the securities. The Reporting Person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

(4) 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.

(5) The Reporting Person is the trustee of the profit sharing plan that owns the securities.

(6) 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.