

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 \*  
**Ruchefsky Steven B**  
 (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)

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

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

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

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

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)	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				(A) or (D) Price	1,596,272	I	By Commercial Street Capital, LLC (1)

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

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SEC 2270 (9-02)

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**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	
2012 Series B Warrants (right to buy)	\$ 2.4	10/28/2014	Â	D4 <sup>(2)</sup>	Â	520,833	10/29/2013	10/31/2014	Common Stock
2012 Series B Warrants (right to buy)	\$ 2.4	10/28/2014	Â	A4 <sup>(2)</sup>	520,833	Â	10/29/2013	01/31/2015	Common Stock
2013 Series E Warrants (right to buy)	\$ 2.4	10/28/2014	Â	D4 <sup>(2)</sup>	Â	687,500	10/29/2013	12/31/2014	Common Stock
2013 Series E Warrants (right to buy)	\$ 2.4	10/28/2014	Â	A4 <sup>(2)</sup>	687,500	Â	10/29/2013	01/31/2015	Common Stock

## Reporting Owners

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

## Signatures

Christopher J. Melsha as Attorney-in-Fact for Steven B. Ruchefsky 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).

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.

(1) The reported transaction resulted from the Issuer's unilateral extension of the expiration date of the outstanding warrant 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 E warrant was originally granted on 10/29/13.

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