

Arno Therapeutics, Inc  
 Form 4  
 January 14, 2016

**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)  
 01/12/2016

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 Indirect Ownership (Instr. 4) |           |   |                                      |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|---|--------------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |           |   |                                      |
| Common Stock                    | 01/12/2016                           |  | P                              |   | 707,868<br>(1)  | A  | \$ 0.35                                    | 1,347,327 | I | By Pontifax (Cayman) II L.P. (2)     |
| Common Stock                    | 01/12/2016                           |  | P                              |   | 533,208<br>(3)  | A  | \$ 0.35                                    | 1,014,888 | I | By Pontifax (Israel) II L.P. (2)     |
| Common Stock                    | 01/12/2016                           |  | P                              |   | 206,986<br>(4)  | A  | \$ 0.35                                    | 393,968   | I | By Pontifax (Israel) II - Individual |

Investors  
L.P. <sup>(2)</sup>

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) | 8. I         |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Stock Option (right to buy)                | \$ 8   |                                      |  |                                |   | <sup>(5)</sup>   | 11/05/2020  | Common Stock | 3,750                      |
| Stock Option (right to buy)                | \$ 2.4   |                                      |  |                                |   | <sup>(6)</sup>   | 11/04/2023  | Common Stock | 68,448                     |
| Stock Option (right to buy)                | \$ 2.9   |                                      |  |                                |   | <sup>(7)</sup>   | 01/24/2024  | Common Stock | 34,224                     |
| 2012 Series A Warrants (right to buy)      | \$ 1.36 <sup>(8)</sup>                                 |                                      |  |                                |   | 12/18/2012   | 12/18/2017  | Common Stock | 599,064 <sup>(8)</sup>     |
| 2013 Series D Warrants (right to buy)      | \$ 2.14 <sup>(8)</sup>                                 |                                      |  |                                |   | 10/29/2013   | 10/29/2018  | Common Stock | 380,714 <sup>(8)</sup>     |
|  | \$ 1.36 <sup>(8)</sup>                                 |                                      |  |                                |   | 12/18/2012   | 12/18/2017  |              |                            |

|   |             |            |            |                 |                |
|---|-------------|------------|------------|-----------------|----------------|
| 2012<br>Series A<br>Warrants<br>(right to<br>buy) |             |            |            | Common<br>Stock | 451,252<br>(8) |
| 2013<br>Series D<br>Warrants<br>(right to<br>buy) | \$ 2.14 (8) | 10/29/2013 | 10/29/2018 | Common<br>Stock | 286,777<br>(8) |
| 2012<br>Series A<br>Warrants<br>(right to<br>buy) | \$ 1.36 (8) | 12/18/2012 | 12/18/2017 | Common<br>Stock | 175,170<br>(8) |
| 2013<br>Series D<br>Warrants<br>(right to<br>buy) | \$ 2.14 (8) | 10/29/2013 | 10/29/2018 | Common<br>Stock | 111,323<br>(8) |

## Reporting Owners

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

## Signatures

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

01/14/2016

\_\_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 January 12, 2016, Pontifax (Cayman) II L.P. was issued 707,868 shares upon the automatic conversion of \$247,753.81 of principal and accrued interest under a 6% unsecured convertible promissory note previously issued to Pontifax (Cayman) II L.P. by the Issuer on October 21, 2015.

(2) 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.

(3) On January 12, 2016, Pontifax (Israel) II L.P. was issued 533,208 shares upon the automatic conversion of \$186,622.98 of principal and accrued interest under a 6% unsecured convertible promissory note previously issued to Pontifax (Israel) II L.P. by the Issuer on October 21, 2015.

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On January 12, 2016, Pontifax (Israel) II - Individual Investors L.P. was issued 206,986 shares upon the automatic conversion of

- (4) \$72,445.12 of principal and accrued interest under a 6% unsecured convertible promissory note previously issued to Pontifax (Israel) II - Individual Investors L.P. by the Issuer on October 21, 2015.
- (5) Currently exercisable.
- (6) Vests in equal 36-monthly installments commencing 12/4/13.
- (7) Vests in equal 12-monthly installments commencing 2/24/14.

As a result of the Issuer's 1/12/16 private placement of common stock at \$0.35/share, the exercise price and number of shares subject to

- (8) the 2012 Series A Warrants and 2013 Series D Warrants were automatically adjusted to the exercise price and shares reflected, pursuant to anti-dilution adjustment provisions.

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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