

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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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 *
 Beldegrun Arie

(Last) (First) (Middle)

C/O ARNO THERAPEUTICS,
 INC., 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)
				(A) or (D)	Price		
Common Stock					3,115	D	
Common Stock	01/12/2016		P	1,448,062 ⁽¹⁾	\$ 1,548,543	I	Arie S. Beldegrun, M.D. Inc. Profit Sharing Plan ⁽²⁾
Common Stock	01/12/2016		P	714,285	\$ 0.35	I	Leumi Overseas Trust Corp.

Common Stock	254,887	I	Ltd. as TTEE of the BTL Trust ⁽³⁾ Leumi Overseas Trust Corp. Ltd. as TTEE of the Tampere Trust ⁽⁴⁾
Common Stock	379,294	I	Beldegrun Family Trust ⁽⁵⁾
Common Stock	174,644	I	MDRB Partnership, L.P. ⁽⁶⁾

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. Amount or Number of Shares
2012 Series A Warrants (right to buy)	\$ 1.36 ⁽⁷⁾					11/26/2012 11/26/2017	Common Stock	245,096 ⁽⁷⁾
2013 Series D Warrants	\$ 2.14 ⁽⁷⁾					10/29/2013 10/29/2018	Common Stock	194,702 ⁽⁷⁾

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(right to buy)

2012 Series A Warrants (right to buy)	\$ 1.36 <u>(7)</u>	11/26/2012	11/26/2017	Common Stock	367,646 <u>(7)</u>
2013 Series D Warrants (right to buy)	\$ 2.14 <u>(7)</u>	10/29/2013	10/29/2018	Common Stock	194,702 <u>(7)</u>
2012 Series A Warrants (right to buy)	\$ 1.36 <u>(7)</u>	11/26/2012	11/26/2017	Common Stock	428,920 <u>(7)</u>
2013 Series D Warrants (right to buy)	\$ 2.14 <u>(7)</u>	10/29/2013	10/29/2018	Common Stock	350,467 <u>(7)</u>
2012 Series A Warrants (right to buy)	\$ 1.36 <u>(7)</u>	11/26/2012	11/26/2017	Common Stock	183,822 <u>(7)</u>
2013 Series D Warrants (right to buy)	\$ 2.14 <u>(7)</u>	10/29/2013	10/29/2018	Common Stock	155,762 <u>(7)</u>
Stock Option (right to buy)	\$ 19.36	<u>(8)</u>	03/31/2018	Common Stock	24,922
Stock Option (right to buy)	\$ 8	<u>(8)</u>	09/29/2019	Common Stock	1,250

Stock Option (right to buy)	\$ 8	(8)	09/09/2020	Common Stock	37,500
Stock Option (right to buy)	\$ 8	(8)	11/05/2020	Common Stock	1,250
Stock Option (right to buy)	\$ 2.4	(9)	11/04/2023	Common Stock	3,559,296
Stock Option (right to buy)	\$ 2.9	(10)	01/24/2024	Common Stock	68,448

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Belldegrun Arie C/O ARNO THERAPEUTICS, INC. 200 ROUTE 31 NORTH, SUITE 104 FLEMINGTON, NJ 08822	X			

Signatures

/s/ Christopher J. Melsha as Attorney-in-Fact for Arie S. Belldegrun pursuant to a 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, the Arie Belldegrun M.D., Inc. Profit Sharing Plan was issued 1,448,062 shares upon the automatic conversion of \$506,821.92 of principal and accrued interest under a 6% unsecured convertible promissory note previously issued to the Arie Belldegrun M.D., Inc. Profit Sharing Plan by the Issuer on October 21, 2015.
 - (2) The Reporting Person is the trustee of the profit sharing plan that owns the securities.
 - (3) 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.
 - (4) 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.
 - (5) 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.

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- (6) 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.

(7) 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 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.

(8) Currently exercisable.

(9) Vests in equal 36-monthly installments commencing 12/4/13.

(10) 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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