

Arno Therapeutics, Inc
 Form 4
 January 14, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Zukiwski Alexander A

(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)
 VP & Chief Medical Officer

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 Beneficial Ownership (Instr. 4)
Common Stock	01/12/2016		P	(A) or (D) A	Amount 144,806 (1) Price \$ 0.35	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Arno Therapeutics, Inc - Form 4

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. De. Sec. (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 2.4					<u>(2)</u>	06/22/2021	Common Stock	109,375
Stock Option (right to buy)	\$ 2.4					<u>(3)</u>	06/22/2021	Common Stock	55,736
Stock Option (right to buy)	\$ 2.4					<u>(2)</u>	01/14/2023	Common Stock	36,562
Stock Option (right to buy)	\$ 2.4					<u>(5)</u>	01/14/2023	Common Stock	12,187
Stock Option (right to buy)	\$ 2.4					<u>(4)</u>	11/04/2023	Common Stock	316,389
Stock Option (right to buy)	\$ 2.9					<u>(6)</u>	01/24/2024	Common Stock	711,301
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	77,880 <u>(7)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zukiwski Alexander A 200 ROUTE 31 NORTH SUITE 104 FLEMINGTON, NJ 08822	X		VP & Chief Medical Officer	

Signatures

/s/ Christopher J. Melsha as Attorney-in-Fact for Alexander A. Zukiwski, M.D. 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, the Reporting Person was issued 144,806 shares upon the automatic conversion of \$50,682.19 of principal and accrued interest under a 6% unsecured convertible promissory note previously issued to the Reporting Person by the Issuer on October 21, 2015.

(2) Currently exercisable.

(3) On 6/22/2011, the Reporting Person was granted an option to purchase up to 109,375 shares of common stock of the Issuer. Up to 1/3 of the shares subject to the option may vest annually (or a pro rata portion thereof for a period of less than a full year) based on the achievement of certain performance milestones as determined by the Board of Directors (the 'Board') of the Issuer. On 1/17/2012, the Board determined that options for the prorated period ending 12/31/2011 would vest in the maximum potential amount of 19,278 shares. On 1/14/2013, the Board determined that options for the period ending 12/31/2012 would vest in the maximum potential amount of 36,458 shares.

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

(5) On 1/14/13, the Reporting Person was granted an option to purchase up to 36,562 shares of common stock of the Issuer. 1/3 of the shares subject to the option were immediately vested and up to 1/2 of the remaining shares subject to the option may vest annually, based on the achievement of certain performance milestones as determined by the Board.

(6) Vests 25% on first anniversary date and thereafter will vest in 24 equal monthly installments.

(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.

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