

Arno Therapeutics, Inc
 Form 4
 April 11, 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 *
 Proniuk Stefan

(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)

04/07/2016

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)

Chief Development 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 Ownership (Instr. 4)
Common Stock				(A) or (D) Code V Amount (D) Price	10,047	D	

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

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SEC 1474 (9-02)

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (right to buy)	\$ 2.4							<u>(1)</u>	06/20/2021	Common Stock	17,18
Stock Option (right to buy)	\$ 2.4							<u>(1)</u>	06/20/2021	Common Stock	7,191
Stock Option (right to buy)	\$ 2.4							<u>(1)</u>	09/19/2021	Common Stock	10,00
Stock Option (right to buy)	\$ 2.4							<u>(1)</u>	01/14/2023	Common Stock	6,875
Stock Option (right to buy)	\$ 2.4							<u>(1)</u>	01/14/2023	Common Stock	2,291
Stock Option (right to buy)	\$ 2.4							<u>(2)</u>	11/04/2023	Common Stock	45,70
Stock Option (right to buy)	\$ 2.9							<u>(3)</u>	01/24/2024	Common Stock	171,87
Stock Option (right to buy)	\$ 0.37	04/07/2016		A		554,685		<u>(4)</u>	04/07/2026	Common Stock	554,68
2012 Series A Warrants (right to buy)	\$ 1.36 ⁽⁵⁾							11/26/2012	11/26/2017	Common Stock	24,500 ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Proniuk Stefan 200 ROUTE 31 NORTH SUITE 104 FLEMINGTON, NJ 08822			Chief Development Officer	

Signatures

/s/ Christopher J. Melsha as Attorney-in-Fact for Stefan Proniuk, Ph.D. pursuant to Power of Attorney previously filed.

04/11/2016

__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) Currently exercisable.
- (2) Vests in equal 36-monthly installments commencing 12/4/13.
- (3) Vests 25% on first anniversary date and thereafter will vest in 24 equal monthly installments.
- (4) Vests one-third on the first anniversary of grant and thereafter in 24 equal monthly installments.

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 (5) the 2012 Series A 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.