

Arno Therapeutics, Inc
 Form 4
 August 17, 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)
 08/15/2016

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 Ownership (Instr. 4)
Common Stock	08/15/2016		P	349,168 A (1)	1,696,495	I	By Pontifax (Cayman) II L.P. (2)
Common Stock	08/15/2016		P	263,017 A (3)	1,277,905	I	By Pontifax (Israel) II L.P. (2)
Common Stock	08/15/2016		P	102,100 A (4)	496,068	I	By Pontifax (Israel) II - Individual Investors L.P. (2)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
2016 Series F Warrants (right to buy)	\$ 0.4375	08/15/2016		P		174,584		08/16/2016	08/16/2021	Common Stock	174,584
2016 Series F Warrants (right to buy)	\$ 0.4375	08/15/2016		P		131,508		08/15/2016	08/15/2021	Common Stock	131,508
2016 Series F Warrants (right to buy)	\$ 0.4375	08/15/2016		P		51,050		08/15/2016	08/16/2021	Common Stock	51,050

Reporting Owners

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

Signatures

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

08/17/2016

__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) The reported securities are included within 349,168 Issuer units committed to purchase by the Reporting Person for \$0.35 per unit. Each unit consists of one share of common stock and a 2016 Series F Warrant to purchase one-half share of common stock.

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) The reported securities are included within 263,017 Issuer units committed to purchase by the Reporting Person for \$0.35 per unit. Each unit consists of one share of common stock and a 2016 Series F Warrant to purchase one-half share of common stock.
- (4) The reported securities are included within 102,100 Issuer units committed to purchase by the Reporting Person for \$0.35 per unit. Each unit consists of one share of common stock and a 2016 Series F Warrant to purchase one-half share of common stock.

Remarks:

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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.