

Arno Therapeutics, Inc  
 Form 4  
 September 08, 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 \*  
 SUSSMAN S DONALD

(Last) (First) (Middle)

C/O HEWLETT BAY ASSOCIATES LLC, 800 WESTCHESTER AVENUE, SUITE S-414

(Street)

RYE BROOK, NY 10573

(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 \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_X\_\_\_ Other (specify below)  
 See Footnote 1

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_X\_\_\_ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/15/2016		P		714,285	A	2
Common Stock					4,472,905	I	

By  
 Commercial Street Capital, LLC  
(1) (3)

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		357,142		08/15/2016	08/15/2021	Common Stock	357,142
2012 Series A Warrants	\$ 1.17 <sup>(4)</sup>							10/29/2013	11/26/2017	Common Stock	1,780,000 <sup>(4)</sup>
2013 Series D Warrants	\$ 1.81 <sup>(4)</sup>							10/29/2013	10/29/2018	Common Stock	1,523,000 <sup>(4)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUSSMAN S DONALD C/O HEWLETT BAY ASSOCIATES LLC 800 WESTCHESTER AVENUE, SUITE S-414 RYE BROOK, NY 10573		X		See Footnote 1

## Signatures

/s/ Christopher J. Melsha as Attorney-in-Fact for S. Donald Sussman pursuant to Power of Attorney filed herewith.

09/08/2016

\_\_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) CSC has a contractual right to designate one member of the Issuer's board of directors and has designated Steven B. Ruchefsky, a director of the Issuer, pursuant to such right. Accordingly, the Reporting Person, as a co-managing director of CSC, may be deemed to be a director by deputization for purposes of Section 16 of the Exchange Act.

(2) The reported securities are included within 714,285 Issuer units purchased 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.

(3) Represents securities of the Issuer directly held by Commercial Street Capital LLC ("CSC"). The Reporting Person is a co-managing member of CSC and as such may be deemed to beneficially own the securities held by CSC. 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.

(4) As a result of the Issuer's 8/15/16 private placement of common stock and Series F Warrants, the exercise prices and shares underlying 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 in such warrants.

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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