

Pontifax (Cayman) IV L.P.
 Form 4
 May 01, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
 Pontifax Management 4 G.P. (2015) Ltd.

(Last) (First) (Middle)

C/O ELOXX
 PHARMACEUTICALS, INC., 950
 WINTER STREET, 4TH FLOOR
 NORTH

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Eloxx Pharmaceuticals, Inc. [ELOX]

3. Date of Earliest Transaction (Month/Day/Year)

04/30/2018

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) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 X 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. Code	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)
				(A) or (D)	Price		
Common Stock	04/30/2018		P(1)	84,041	A \$ 9.75	468,585	I By Pontifax Investment Fund (2)
Common Stock	04/30/2018		P(1)	172,626	A \$ 9.75	962,504	I By Pontifax Investment Fund (3)
Common Stock	04/30/2018		P(1)	93,333	A \$ 9.75	520,396	I By Pontifax Investment Fund (4)

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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)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pontifax Management 4 G.P. (2015) Ltd. C/O ELOXX PHARMACEUTICALS, INC. 950 WINTER STREET, 4TH FLOOR NORTH WALTHAM, MA 02451		X		
Pontifax (China) IV L.P. C/O ELOXX PHARMACEUTICALS, INC. 950 WINTER STREET, 4TH FLOOR NORTH WALTHAM, MA 02451		X		
Pontifax (Cayman) IV L.P. C/O ELOXX PHARMACEUTICALS, INC. 950 WINTER STREET, 4TH FLOOR NORTH WALTHAM, MA 02451		X		
Pontifax (Israel) IV, L.P. C/O ELOXX PHARMACEUTICALS, INC. 950 WINTER STREET, 4TH FLOOR NORTH WALTHAM, MA 02451		X		
Pontifax IV GP L.P. C/O ELOXX PHARMACEUTICALS, INC. 950 WINTER STREET, 4TH FLOOR NORTH		X		

WALTHAM, MA 02451

Signatures

Pontifax Management 4 G.P. (2015) Ltd. /s/ Gregory Weaver, Attorney in Fact on behalf of Tomer Kariv, Chief Executive Officer	05/01/2018
__Signature of Reporting Person	Date
Pontifax (China) IV L.P. /s/ Gregory Weaver, Attorney in Fact on behalf of Tomer Kariv, Chief Executive Officer	05/01/2018
__Signature of Reporting Person	Date
Pontifax (Cayman) IV L.P. /s/ Gregory Weaver, Attorney in Fact on behalf of Tomer Kariv, Chief Executive Officer	05/01/2018
__Signature of Reporting Person	Date
Pontifax (Israel) IV, L.P. /s/ Gregory Weaver, Attorney in Fact on behalf of Tomer Kariv, Chief Executive Officer	05/01/2018
__Signature of Reporting Person	Date
Pontifax IV GP L.P. /s/ Gregory Weaver, Attorney in Fact on behalf of Tomer Kariv, Chief Executive Officer	05/01/2018
__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) Reflects the purchase of shares in the follow-on offering of Common Stock of Eloxx Pharmaceuticals, Inc. that closed on April 30, 2018.
Represents shares of the Issuer held by Pontifax (Cayman) IV L.P. ("Cayman IV"). Pontifax IV GP L.P. ("Pontifax IV") is the general partner of Cayman IV. Pontifax Management 4 G.P. (2015) Ltd. ("Management 4") is the general partner of Pontifax IV. As a result, each of Management 4 and Pontifax IV may be deemed to share voting and dispositive power with respect to the shares held by Cayman IV.
- (2) Each of Management 4, Pontifax IV and Cayman IV disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein, and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.
Represents shares of the Issuer held by Pontifax (Israel) IV, L.P. ("Israel IV"). Pontifax IV is the general partner of Israel IV. Management 4 is the general partner of Pontifax IV. As a result, each of Management 4 and Pontifax IV may be deemed to share voting and dispositive power with respect to the shares held by Israel IV. Each of Management 4, Pontifax IV and Israel IV disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein, and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.
- (3) Represents shares of the Issuer held by Pontifax (China) IV L.P. ("China IV"). Pontifax IV GP L.P. is the general partner of China IV. Management 4 is the general partner of Pontifax IV. As a result, each of Management 4 and Pontifax IV may be deemed to share voting and dispositive power with respect to the shares held by China IV. Each of Management 4, Pontifax IV and China IV disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein, and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.
- (4)

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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