SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

X	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)
	Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 r Contin n 30(h) of t av Act of 1040

OMB APPROVAL					
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	ddress of Reporting P IOLDING LTI		2. Issuer Name and Ticker or Trading Symbol AILERON THERAPEUTICS INC [ALRN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner
(Last) GRENZACI	(First) HERSTRASSE 12	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/05/2017	Officer (give title Other (specify below) below)
(Street) BASEL V8 CH4070			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person
(City)	(State)	(Zip)	erivative Securities Acquired, Disposed of, or Benefi	icially Owned

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)	Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	07/05/2017		С		579,093	Α	(1)	582,963	D ⁽²⁾	
Common Stock	07/05/2017		Р		119,400	Α	\$15	702,363	D ⁽²⁾	

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. Transa Code 8)		Derivative Expiration Date Securities (Month/Day/Year) Acquired (A)		ration Date of Securities		of Securities Derivative Underlying Security Derivative Security (Instr. 5)		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
Series D Preferred Stock	(1)	07/05/2017		С			3,390,885	(1)	(1)	Common Stock	341,238	\$0.00	0	D ⁽²⁾	
Series E-2 Preferred Stock	(1)	07/05/2017		С			735,775	(1)	(1)	Common Stock	74,043	\$0.00	0	D ⁽²⁾	
Series E-3 Preferred Stock	(1)	07/05/2017		С			638,194	(1)	(1)	Common Stock	64,224	\$0.00	0	D ⁽²⁾	
Series F Preferred Stock	(1)	07/05/2017		с			989,594	(1)	(1)	Common Stock	99,586	\$0.00	0	D ⁽²⁾	

1. Name and Address of Reporting Person*

ROCHE	HOLL	JING I	LTD

(Last)	(First)	(Middle)					
GRENZACHE	ERSTRASSE 122						
(Street)							
BASEL	V8	CH4070					
(City)	(State)	(Zip)					
1. Name and Add	ress of Reporting Person	*					
ROCHE FI	NANCE LTD						
·							
(Last)	(First)	(Middle)					
GRENZACHERSTRASSE 124							
(Street)							
BASEL	V8	CH4070					
(City)	(State)	(Zip)					

Explanation of Responses:

1. The Series D, Series E-2, Series E-3 and Series F Preferred Stock converted into Common Stock on a 9.937-for-one basis upon the closing of the Issuer's initial public offering without payment of consideration.

The Series D, Series E-2, Series E-3 and Series F Preferred Stock were convertible at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares had no expiration date.

2. Roche Finance Ltd is the direct beneficial owner of these securities of the Issuer, except for 3,870 shares of Common Stock held by Genentech, Inc., for which Roche Finance Ltd exercises voting and investment control. Roche Finance Ltd is a wholly owned subsidiary of Roche Holding Ltd. Roche Holding Ltd is the indirect beneficial owner of these securities of the Issuer. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein, if any. Each Reporting Person also disclaims beneficial ownership of any securities of the Issuer that may be or are beneficially owned by any other persons of the resource persons of the resource o

Remarks:

/s/ Carole Nuechterlein, authorized signatory /s/ Andreas Knierzinger,

07/05/2017 07/05/2017

authorized signatory

Date

** Signature of Reporting Person

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.