

Pontifax (Israel) III, L.P.  
Form 4  
June 19, 2018

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Pontifax Management III G.P. (2011)  
Ltd.

(Last) (First) (Middle)

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

(Street)

WALTHAM, MA

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Eloxx Pharmaceuticals, Inc. [ELOX]

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

06/15/2018

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

4. If Amendment, Date 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

**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	(D)	Price

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

**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 control  
number.**

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)	8. Date (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 23.27	06/15/2018		A		40,000		<u>(1)</u>	06/15/2028	Common Stock	40,000
Stock Option (Right to Buy)	\$ 23.27	06/15/2018		A		40,000		<u>(1)</u>	06/15/2028	Common Stock	40,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pontifax Management III G.P. (2011) Ltd. C/O ELOXX PHARMACEUTICALS, INC. 950 WINTER STREET, 4TH FLOOR NORTH WALTHAM, MA		X		
Pontifax Management Fund III L.P. C/O ELOXX PHARMACEUTICALS, INC. 950 WINTER STREET, 4TH FLOOR NORTH WALTHAM, MA 02451		X		
Pontifax (Cayman) III, L.P. C/O ELOXX PHARMACEUTICALS, INC. 950 WINTER STREET, 4TH FLOOR WALTHAM, MA 02451		X		
Pontifax (Israel) III, L.P. C/O ELOXX PHARMACEUTICALS, INC. 950 WINTER STREET, 4TH FLOOR NORTH WALTHAM, MA 02451		X		

## Signatures

Pontifax Management III G.P. (2011) Ltd., /s/ Gregory Weaver, Attorney in Fact on behalf of  
Tomer Kariv, Chief Executive Officer

06/19/2018

\_\_\_\_Signature of Reporting Person

Date

06/19/2019

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Pontifax Management Fund III L.P., /s/ Gregory Weaver, Attorney in Fact on behalf of  
Tomer Kariv, Chief Executive Officer

\_\_Signature of Reporting Person

Date

Pontifax (Cayman) III, L.P., /s/ Gregory Weaver, Attorney in Fact on behalf of Tomer Kariv,  
Chief Executive Officer

06/19/2018

\_\_Signature of Reporting Person

Date

Pontifax (Israel) III, L.P., /s/ Gregory Weaver, Attorney in Fact on behalf of Tomer Kariv,  
Chief Executive Officer

06/19/2018

\_\_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).

One half (1/2) of the shares underlying the option shall vest on June 15, 2019 (the "Cliff Vesting Date"), the remainder of the grant shall  
(1) vest in equal installments on each successive monthly anniversary of the Cliff Vesting Date, subject to Reporting Person's continuous service as of each such date.

The reported securities are owned directly by Tomer Kariv, a general partner of Pontifax Management III G.P. (2011) Ltd. ("Pontifax 3").  
(2) Mr. Kariv will assign the economic interests of the reported securities to Pontifax 3 and it may be deemed the indirect beneficial owner of the security. Pontifax 3 disclaims beneficial ownership of the security except to the extent of its pecuniary interest therein.

The reported securities are owned directly by Ran Nussbaum, a general partner of Pontifax 3. Mr. Nussbaum will assign the economic  
(3) interests of the reported securities to Pontifax 3 and it may be deemed the indirect beneficial owner of the security. Pontifax 3 disclaims beneficial ownership of the security except to the extent of its pecuniary interest therein.

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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