

Ward Robert
Form 4
December 28, 2018

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 *
Ward Robert

2. Issuer Name and Ticker or Trading Symbol
Eloxx Pharmaceuticals, Inc. [ELOX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ELOXX
PHARMACEUTICALS, INC., 950
WINTER STREET

3. Date of Earliest Transaction
(Month/Day/Year)
12/26/2018

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
CHIEF EXECUTIVE OFFICER

(Street)
WALTHAM, MA 02451

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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)			
Common Stock	12/26/2018		M	V	213,595	A	\$ 0 (1)	228,595 (2)	D	
Common Stock	12/26/2018		F		83,038	D	\$ 12.6	145,557	D	
Common Stock	12/28/2018		G(3)	V	50,000 (4)	D	\$ 0	95,557 (5)	D	

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

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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 or Number of Shares
Restricted Stock Units	(1) (6)	12/26/2018		M	213,595	(1)	(1)	Common Stock	213,595

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ward Robert
C/O ELOXX PHARMACEUTICALS, INC.
950 WINTER STREET
WALTHAM, MA 02451

CHIEF EXECUTIVE OFFICER

Signatures

/s/ Robert E. Ward 12/28/2018

**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) The restricted stock units issued to the reporting person on December 26, 2017 have partially vested and settled for shares of the Issuer's common stock.
- (2) Of this amount, 130,557 shares have been transferred to the Robert E. Ward 2017 Revocable Trust of which Mr. Ward is a trustee.
- (3) Gift from the Robert E. Ward 2017 Revocable Trust to a family charitable foundation of which Mr. Ward is an officer, but he is not deemed to hold a pecuniary interest in the foundation.
- (4) The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (5) Reflects 80,557 shares held in the Robert E. Ward 2017 Revocable Trust.
- (6) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (7) The restricted stock units were issued pursuant to the Issuer's 2013 Share Ownership and Option Plan.

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- (8) The remaining restricted stock units will vest ratably each quarter over the next three years, subject to the reporting person's continued employment with the Issuer, which vesting may be accelerated in certain circumstances.

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.