

Aldeyra Therapeutics, Inc.

Form 4

May 05, 2014

**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

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**JOHNSON & JOHNSON**

(Last) (First) (Middle)

**ONE JOHNSON & JOHNSON  
PLAZA**

(Street)

**NEW BRUNSWICK, NJ 08933**

(City) (State) (Zip)

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

**Aldeyra Therapeutics, Inc. [ALDX]**

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

**05/01/2014**

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. 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                    | 05/01/2014                           |                                                    | C                              |                                                                   | 1,724,478 | A          | \$ <u>0</u> <sup>(2)</sup> | 1,724,478                                                                                     | I                                                        | Johnson & Johnson Development Corporation <sup>(1)</sup> |
| Common Stock                    | 05/01/2014                           |                                                    | M                              |                                                                   | 36,345    | A          | \$ 5.16                    | 1,760,823                                                                                     | I                                                        | Johnson & Johnson Development Corporation <sup>(1)</sup> |
| Common Stock                    | 05/01/2014                           |                                                    | F                              |                                                                   | 23,438    | D          | \$ 8                       | 1,737,385                                                                                     | I                                                        | Johnson & Johnson                                        |

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|              |            |   |        |   |         |           |   |                                                  |
|--------------|------------|---|--------|---|---------|-----------|---|--------------------------------------------------|
| Common Stock | 05/01/2014 | M | 36,345 | A | \$ 5.16 | 1,773,730 | I | Development Corporation<br>(1)                   |
| Common Stock | 05/01/2014 | F | 23,438 | D | \$ 8    | 1,750,292 | I | Johnson & Johnson Development Corporation<br>(1) |

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)

| 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 of Shares                                 |
| Series A Preferred Stock                   | (2)                                                    | 05/01/2014                           |                                                    | C                              | 385,800                                                                                 | (2) (2)                                                  | Common Stock 915,3                                            |
| Non-Voting Series A Preferred Stock        | (2)                                                    | 05/01/2014                           |                                                    | C                              | 104,396                                                                                 | (2) (2)                                                  | Common Stock 247,6                                            |
| Series B Preferred Stock                   | (2)                                                    | 05/01/2014                           |                                                    | C                              | 427,591                                                                                 | (2) (2)                                                  | Common Stock 427,5                                            |

Non-Voting  
Series B  
Preferred  
Stock

(2)

05/01/2014

C

133,827

(2)

(2)

Common  
Stock

133,8

Series B  
Preferred  
Stock  
Warrant  
(Right to  
Buy)

\$ 5.16

05/01/2014

M

36,345

(2)(3)

12/20/2017

Common  
Stock (2)

(3)

36,3

Series B  
Preferred  
Stock  
Warrant  
(Right to  
Buy)

\$ 5.16

05/01/2014

M

36,345

(2)(3)

08/14/2018

Common  
Stock (2)

(3)

36,3

## Reporting Owners

| Reporting Owner Name / Address                                                                     | Relationships |           |         |       |
|----------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                    | Director      | 10% Owner | Officer | Other |
| JOHNSON & JOHNSON<br>ONE JOHNSON & JOHNSON PLAZA<br>NEW BRUNSWICK, NJ 08933                        |               | X         |         |       |
| JOHNSON & JOHNSON DEVELOPMENT CORP ET AL<br>ONE JOHNSON & JOHNSON PLAZA<br>NEW BRUNSWICK, NJ 08933 |               | X         |         |       |

## Signatures

Douglas Chia, Secretary of Johnson &amp; Johnson

05/02/2014

\*\*Signature of Reporting Person

Date

Steven M. Rosenberg, Secretary of Johnson &amp; Johnson Development Corporation

05/02/2014

\*\*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 securities reported as being indirectly beneficially owned by the designated Reporting Person are directly beneficially owned by Johnson & Johnson Development Corporation, a wholly-owned subsidiary of the designated Reporting Person.

(2) All outstanding shares of the Issuer's preferred stock automatically converted into Common Stock immediately following declaration of effectiveness of the Issuer's Registration Statement for no additional consideration. Each share of Series A Preferred Stock and Non-Voting Series A Preferred Stock converted into shares of Common Stock on a 2.3726-for-1 basis and each share of Series B Preferred Stock and Non-Voting Series B Preferred Stock automatically converted into shares of Common Stock on a 1-for-1 basis.

(3)

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All outstanding warrants were net exercised for shares of the Issuer's Series B Preferred Stock and subsequently automatically converted into Common Stock following declaration of effectiveness of the Issuer's Registration Statement for no additional consideration. Each share of Series B Preferred Stock automatically converted into shares of Common Stock on a 1-for-1 basis.

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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