

Ward Robert  
Form 4  
March 28, 2019

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ward Robert

(Last) (First) (Middle)

C/O ELOXX  
PHARMACEUTICALS, INC., 950  
WINTER STREET

(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)

03/26/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

CHIEF EXECUTIVE OFFICER

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ 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 Ownership (Instr. 4)
Common Stock	03/26/2019		M	35,599	A	\$ 0 (1)	131,156 (2) D
Common Stock	03/26/2019		F	10,467	D	\$ 11.5	120,689 (3) D

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  
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SEC 1474  
(9-02)

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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)	8. Deemed to be Issued (Instr. 3 and 4)
Restricted Stock Units	(1) (4)	03/26/2019		M	35,599	(1) (1)	Common Stock	35,599

## Reporting Owners

Reporting Owner Name / Address	Relationships
Ward Robert C/O ELOXX PHARMACEUTICALS, INC. 950 WINTER STREET WALTHAM, MA 02451	Director 10% Owner Officer Other CHIEF EXECUTIVE OFFICER

## Signatures

/s/ Robert E. Ward  
03/28/2019

\*\*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, 116,156 shares are held by the Robert E. Ward 2017 Revocable Trust of which Mr. Ward is a trustee.
- (3) Of this amount, 105,689 shares are held by the Robert E. Ward 2017 Revocable Trust of which Mr. Ward is a trustee.
- (4) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (5) The restricted stock units were issued pursuant to the Issuer's 2013 Share Ownership and Option Plan.
- (6) The remaining restricted stock units will vest ratably each quarter through December 26, 2021 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.