SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*] Fair Brett (Last)　　　(First)　　　(Middle) C/O ACLARIS THERAPEUTICS, INC. 640 LEE ROAD, SUITE 200 (Street) WAYNE　　　PA　　　19087 (City)　　　(State)　　　(Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/13/2018	3. Issuer Name **and** Ticker or Trading Symbol Aclaris Therapeutics, Inc. [ACRS]
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☐ Director　☐ 10% Owner X Officer (give title below)　☐ Other (specify below) **Chief Commercial Officer**
		5. If Amendment, Date of 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,141	D	

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	(1)	12/17/2025	Common Stock	35,000	28.68	D	
Employee Stock Option (right to buy)	(1)	12/14/2026	Common Stock	48,600	28.92	D	
Employee Stock Option (right to buy)	(1)	01/31/2028	Common Stock	54,000	22.09	D	
Restricted Stock Units	(2)	(2)	Common Stock	3,500	(3)	D	
Restricted Stock Units	(4)	(4)	Common Stock	7,088	(3)	D	
Restricted Stock Units	(5)	(5)	Common Stock	15,500	(3)	D	

Explanation of Responses:

1. The option will vest over a period of four years, with 25% of the shares underlying the option vesting on the first, second, third and fourth anniversaries of the date of grant. The expiration date of this option reported in the table is the day before the tenth anniversary of the grant date of the option.

2. The shares underlying these restricted stock units vest in two equal annual installments on December 18, 2018 and December 18, 2019, subject to the reporting person's continuous service with the issuer as of the applicable vesting date.

3. Each restricted stock unit represents a contingent right to receive one share of common stock of the issuer.

4. 3,488 of the shares underlying these restricted stock units will vest in three equal annual installments beginning on December 15, 2018 and the other 4,500 of the shares underlying these restricted stock units will vest upon the achievement of a specified commercial milestone, subject to the reporting person's continuous service with the issuer as of the applicable vesting date.

5. The shares underlying these restricted stock units vest in four equal annual installments beginning on February 1, 2019, subject to the reporting person's continuous service with the issuer as of the applicable vesting date.

Remarks:

Exhibit 24.1 - Power of Attorney

/s/ Brian F. Leaf, attorney-in-fact　　　04/17/2018

** Signature of Reporting Person　　　Date

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 5 (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.

POWER OF ATTORNEY

(For Executing Form ID and Forms 3, 4 and 5)

        Know all by these presents, that the undersigned hereby constitutes and appoints each of Brent Siler, Brian F. Leaf, Mark Ballantyne, Darah Protas and Jennifer Don of Cooley LLP, and Kamil Ali-Jackson of Aclaris Therapeutics, Inc. (the "Company"), the undersigned's true and lawful attorneys-in-fact and agents to:

        (1)   Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC") a Form ID, Uniform Application for Access Codes to File on EDGAR, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or any rule or regulation thereunder;

        (2)   Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the SEC Forms 3, 4 and 5 (including amendments thereto and joint filing agreements in connection therewith) in accordance with Section 16(a) of the Exchange Act and the rules thereunder in the undersigned's capacity as an officer, director or beneficial owner of more than 10% of a registered class of securities of the Company;

        (3)   Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute any such Form 3, 4 or 5 (including amendments thereto and joint filing agreements in connection therewith) and file such forms with the SEC and any stock exchange, self-regulatory association or any similar authority; and

        (4)   Take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

        The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming (nor is the Company assuming) any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

        This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company or Cooley LLP, as applicable.

        IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Date: 4-4-2018

By: /s/ Brett Fair
       Brett Fair