

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

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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

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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. 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).

(1) 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 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.

(2) The reported securities are owned directly by Tomer Kariv, a general partner of Pontifax Management III G.P. (2011) Ltd. ("Pontifax 3"). 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.

(3) The reported securities are owned directly by Ran Nussbaum, a general partner of Pontifax 3. Mr. Nussbaum 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.

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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