

Aldeyra Therapeutics, Inc.
 Form 3
 May 01, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â JOHNSON & JOHNSON | | (Month/Day/Year) | Aldeyra Therapeutics, Inc. [ALDX] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 05/01/2014 | | |
| ONE JOHNSON & JOHNSON PLAZA | | | (Check all applicable) | |
| | (Street) | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| NEW BRUNSWICK,Â NJÂ 08933 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> 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) |
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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.

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 of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|---|----------|------------|--------------|---------|------------|---|--|
| Series A Preferred Stock | Â (2) | Â (2) | Common Stock | 915,366 | \$ (2) | I | By Johnson & Johnson Development Corporation (1) |
| Non-Voting Series A Preferred Stock | Â (2) | Â (2) | Common Stock | 247,694 | \$ (2) | I | By Johnson & Johnson Development Corporation (1) |
| Series B Preferred Stock | Â (2) | Â (2) | Common Stock | 427,591 | \$ (2) | I | By Johnson & Johnson Development Corporation (1) |
| Non-Voting Series B Preferred Stock | Â (2) | Â (2) | Common Stock | 133,827 | \$ (2) | I | By Johnson & Johnson Development Corporation (1) |
| Series B Preferred Stock Warrant (Right to Buy) | Â (2)(3) | 12/20/2017 | Common Stock | 36,345 | \$ (2) (3) | I | By Johnson & Johnson Development Corporation (1) |
| Series B Preferred Stock Warrant (Right to Buy) | Â (2)(3) | 08/14/2018 | Common Stock | 36,345 | \$ (2) (3) | I | By Johnson & Johnson Development Corporation (1) |

Reporting Owners

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

Signatures

| | |
|---|------------|
| Douglas Chia, Secretary of Johnson & Johnson | 05/01/2014 |
| **Signature of Reporting Person | Date |
| Steven M. Rosenberg, Secretary of Johnson & Johnson Development Corporation | 05/01/2014 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * 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).
- (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.

All outstanding shares of the Issuer's preferred stock will automatically convert 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 will convert 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 will automatically convert into shares of Common Stock on a 1-for-1 basis.
- (2) All outstanding warrants will be net exercised for shares of the Issuer's Series B Preferred Stock and subsequently will automatically convert into Common Stock following declaration of effectiveness of the Issuer's Registration Statement for no additional consideration. Each share of Series B Preferred Stock will automatically convert into shares of Common Stock on a 1-for-1 basis.
- (3) convert into Common Stock following declaration of effectiveness of the Issuer's Registration Statement for no additional consideration. Each share of Series B Preferred Stock will automatically convert 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. 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.