

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

OMB
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(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> ⁽²⁾	1,724,478	I	Johnson & Johnson Development Corporation ⁽¹⁾
Common Stock	05/01/2014		M		36,345	A	\$ 5.16	1,760,823	I	Johnson & Johnson Development Corporation ⁽¹⁾
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 (1)
Common Stock	05/01/2014	F	23,438	D	\$ 8	1,750,292	I	Johnson & Johnson Development Corporation (1)

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)

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 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 ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933		X		
JOHNSON & JOHNSON DEVELOPMENT CORP ET AL ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933		X		

Signatures

Douglas Chia, Secretary of Johnson & Johnson

05/02/2014

__Signature of Reporting Person

Date

Steven M. Rosenberg, Secretary of Johnson & 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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