

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM483039

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Deerfield Partners, L.P.		07/23/2018	Limited Partnership: DELAWARE
Deerfield Private Design Fund III, L.P.		07/23/2018	Limited Partnership: DELAWARE
Deerfield Special Situations Fund, L.P.		07/23/2018	Limited Partnership: DELAWARE
Deerfield Management Company, L.P.		07/23/2018	Limited Partnership:
RECEIVING PARTY DATA			
Name:	Aerie Pharmaceuticals, Inc.		
Street Address:	4301 Emperor Boulevard, Suite 400		
City:	Durham		
State/Country:	NORTH CAROLINA		
Postal Code:	27703		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	86231355	RHOPRESSA	
Serial Number:	86231392	ROCLATAN	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	312-577-8574		
Email:	humberto.aquino@kattenlaw.com		
Correspondent Name:	HUMBERTO AQUINO C/O KATTEN		
Address Line 1:	525 WEST MONROE STREET		
Address Line 4:	Chicago, ILLINOIS 60661		
ATTORNEY DOCKET NUMBER:	333285-00108		
NAME OF SUBMITTER:	HUMBERTO AQUINO		
SIGNATURE:	/HUMBERTO AQUINO/		

CH \$65.00 86231355

DATE SIGNED:	07/23/2018
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Total Attachments: 6

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**TERMINATION AND RELEASE OF
INTELLECTUAL PROPERTY SECURITY AGREEMENT**

This TERMINATION AND RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT ("Termination and Release") dated as of July 23, 2018, is made by Deerfield Private Design Fund III, L.P., Deerfield Partners, L.P. (on its own behalf and as successor-in-interest to Deerfield International Master Fund, L.P.), Deerfield Special Situations Fund, L.P. (on its own behalf and as successor-in-interest to Deerfield Special Situations Master Fund, L.P.), and Deerfield Management Company, L.P. (collectively, "Secured Party") to Aerie Pharmaceuticals, Inc. ("Grantor"). Capitalized terms used in this Termination and Release and not otherwise defined herein have the meanings specified in the Intellectual Property Security Agreement (defined below) or the Note Purchase Agreement (defined below), as applicable.

WITNESSETH:

WHEREAS, pursuant to that certain Note Purchase Agreement dated as of September 8, 2014, (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Note Purchase Agreement"), by and among the Grantor and Secured Party, the Grantor executed that certain Intellectual Property Security Agreement, dated as of September 8, 2014 (as amended, restated, supplemented or otherwise modified from time to time, the "Intellectual Property Security Agreement"), which was recorded in the United States Patent and Trademark Office at Reel 033726 Frames 0043 through 0051 and Reel 5361 Frames 0251 through 0259, pursuant to which the Grantor granted a security interest to Secured Party in Grantor's Intellectual Property Collateral, including certain patents and/or patent applications and trademarks and/or trademark applications listed on Schedule A attached hereto and made a part hereof.

WHEREAS, Secured Party now desires to terminate and release its security interest in the Intellectual Property Collateral and reassign any and all rights, title, and interest in the same to Grantor;

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged:

1. Secured Party hereby releases its security interest in all of Grantor's right, title and interest in and to the Intellectual Property Collateral, including those Patents and Trademarks set forth on Schedule A.

2. If and to the extent that Secured Party has acquired any right, title or interest in or to any of the Intellectual Property Collateral, Secured Party hereby reassigns, grants and conveys to the Grantor, without any representation, warranty, recourse or undertaking by Secured Party, any and all of its right, title, and interest in and to the Intellectual Property Collateral (including without limitation those Patents and Trademarks set forth on Schedule A), along with any goodwill in the Intellectual Property Collateral that Secured Party may have acquired.

3. The Secured Party authorizes and requests that the Commissioner for Patents and Trademarks of the USPTO and any other applicable government officer or relevant governmental authority record this Termination and Release.

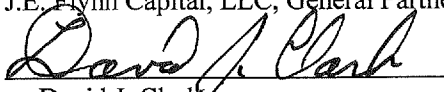
[signature page follows]

IN WITNESS WHEREOF, the Secured Party has caused this Termination and Release to be duly executed and delivered as of the date first written above.

SECURED PARTY:

DEERFIELD PARTNERS, L.P.

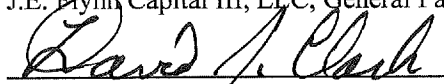
By: Deerfield Mgmt, L.P., General Partner
By: J.E. Flynn Capital, LLC, General Partner

By: 

Name: David J. Clark
Title: Authorized Signatory

DEERFIELD PRIVATE DESIGN FUND III, L.P.

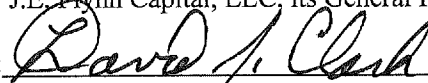
By: Deerfield Mgmt III, L.P., General Partner
By: J.E. Flynn Capital III, LLC, General Partner

By: 

Name: David J. Clark
Title: Authorized Signatory

DEERFIELD SPECIAL SITUATIONS FUND, L.P.

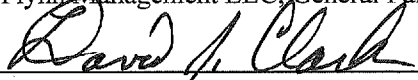
By: Deerfield Mgmt, L.P., its General Partner
By: J.E. Flynn Capital, LLC, its General Partner

By: 

Name: David J. Clark
Title: Authorized Signatory

**DEERFIELD MANAGEMENT COMPANY, L.P., as
Agent**

By: Flynn Management LLC, General Partner

By: 

Name: David J. Clark

Title: Authorized Signatory

SCHEDULE A**PATENTS AND PATENT APPLICATIONS**

Title	Case No./ Subcase	Case Type/ Status	Appl. No./ Filing Date
6-AMINOISOQUINOLINE COMPOUNDS United States of America	017425-9026 02	Continuation Pending	13/723811 12/21/2012
6- AND 7-AMINO ISOQUINOLINE COMPOUNDS AND METHODS FOR MAKING AND USING THE SAME United States of America	017425-9028 01	Continuation Published	12/704822 2/12/2010
BETA- AND GAMMA-AMINO- ISOQUINOLINE AMIDE COMPOUNDS AND SUBSTITUTED BENZAMIDE COMPOUNDS United States of America	017425-9035 02	Continuation Pending	14/273895 5/9/2014
DUAL-ACTION INHIBITORS AND METHODS OF USING SAME United States of America	017425-9040 01	Patent Cooperation Treaty Published	13/318457 2/17/2012
RHO KINASE INHIBITORS United States of America	017425-9046 02	Utility Patent Filing Allowed	11/856740 9/18/2007
COMBINATION THERAPY United States of America	017425-9049 01	Utility Patent Filing Pending	14/213940 3/14/2014
COMBINATION THERAPY United States of America	017425-9049 02	Utility Patent Filing Pending	14/213961 3/14/2014

TRADEMARKS AND TRADEMARK APPLICATIONS

Trademark	Country	Number	Date
RHOPRESSA	United States	86231355	March 25, 2014
ROCLATAN	United States	86231392	March 25, 2014