

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

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

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>MODUR VIJAY</u> (Last) (First) (Middle) <u>C/O ELOXX PHARMACEUTICALS, INC.</u> <u>950 WINTER STREET</u> (Street) <u>WALTHAM</u> <u>MA</u> <u>02451</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Eloxx Pharmaceuticals, Inc. [ELOX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>HEAD OF R&D</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/01/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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			

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
<u>Restricted Stock Units</u>	<u>(1)</u>	<u>04/01/2021</u>		<u>A</u>		<u>174,643</u>		<u>(2)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>174,643</u>	<u>\$0</u>	<u>174,643</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>(1)</u>	<u>04/01/2021</u>		<u>A</u>		<u>44,683</u>		<u>(2)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>44,683</u>	<u>\$0</u>	<u>219,326</u>	<u>D</u>	
<u>Stock Options (Right to Buy)</u>	<u>\$3.36</u>	<u>04/01/2021</u>		<u>A</u>		<u>711,619</u>		<u>(3)</u>	<u>04/01/2031</u>	<u>Common Stock</u>	<u>711,619</u>	<u>\$0</u>	<u>711,619</u>	<u>D</u>	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
2. The restricted stock units were issued pursuant to the Issuer's 2018 Equity Incentive Plan and will vest in full on December 1, 2021, subject to the Reporting Person's continued employment or other service with the Issuer, which vesting may be accelerated in connection with certain qualifying terminations of employment or in connection with a corporate transaction. Promptly following vesting, and in any event on or prior to December 31, 2021, each restricted stock unit will be settled by delivery of one share of the Issuer's common stock to the Reporting Person.
3. The stock options were issued pursuant to the Issuer's 2018 Equity Incentive Plan. The stock options vest and become exercisable over a four-year period, with one-fourth of the Issuer's shares of common stock underlying the options vesting on April 1, 2022, and with the remainder vesting in twelve equal quarterly installments thereafter, subject to Reporting Person's continued employment or other service with the Issuer on each applicable vesting date, which vesting may be accelerated in connection with certain qualifying terminations of employment or in connection with a corporate transaction.

/s/ Neil S. Belloff, Attorney-in-Fact 04/02/2021

** 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 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).

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.