

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

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>Nussbaum Ran</u>	2. Issuer Name and Ticker or Trading Symbol <u>Eloxx Pharmaceuticals, Inc.</u> [<u>ELOX</u>]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
(Last) (First) (Middle) <u>C/O ELOXX PHARMACEUTICALS, INC.</u> <u>950 WINTER STREET, 4TH FLOOR NORTH</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>03/21/2018</u>	
(Street) <u>WALTHAM</u> <u>MA</u> <u>02451</u>	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	03/21/2018		P		1,585	A	\$7.55	383,103	I	By Pontifax Investment Fund ⁽¹⁾
Common Stock	03/21/2018		P		3,255	A	\$7.55	786,919	I	By Pontifax Investment Fund ⁽²⁾
Common Stock	03/21/2018		P		1,760	A	\$7.55	425,463	I	By Pontifax Investment Fund ⁽³⁾
Common Stock	03/22/2018		P		1,441	A	\$8	384,544	I	By Pontifax Investment Fund ⁽¹⁾
Common Stock	03/22/2018		P		2,959	A	\$8	789,878	I	By Pontifax Investment Fund ⁽²⁾
Common Stock	03/22/2018		P		1,600	A	\$8	427,063	I	By Pontifax Investment Fund ⁽³⁾
Common Stock								2,287,937	I	By Pontifax Investment Fund ⁽⁴⁾
Common Stock								4,900,249	I	By Pontifax Investment Fund ⁽⁵⁾

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

[illegible]

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
1. Title of Derivative	2. Conversion Date	3. Transaction Date	3A. Deemed Execution Date, if any	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title of Underlying Derivative Security	8. Price of Derivative Security	9. Number of derivative Securities	10. Ownership Form: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Month/Day/Year)	(Instr. 8)						Amount of Securities	(Instr. 5)	Beneficially Owned Following Reported Transaction(s)	(Instr. 4)	(Instr. 4)
1. Represents shares of the Issuer held by Pontifax (Cayman) IV, L.P. ("Cayman IV"). Pontifax Management Fund III L.P. ("Pontifax III") is the general partner of Cayman IV. Pontifax Management III G.P. (2011) Ltd. ("Management III") is the general partner of Pontifax III. Mr. Nussbaum is a Managing Partner of Management III. By virtue of this relationship, Mr. Nussbaum may be deemed to share voting and dispositive power with respect to the shares held by Cayman IV. Mr. Nussbaum disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.														
2. Represents shares of the Issuer held by Pontifax (Israel) IV, L.P. ("Israel IV"). Pontifax IV is the general partner of Israel IV. Management 4 is the general partner of Pontifax IV. By virtue of this relationship, Mr. Nussbaum may be deemed to share voting and dispositive power with respect to the shares held by Israel IV. Mr. Nussbaum disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.														
3. Represents shares of the Issuer held by Pontifax (China) IV, L.P. ("China IV"). Pontifax IV is the general partner of China IV. Management 4 is the general partner of Pontifax IV. By virtue of this relationship, Mr. Nussbaum may be deemed to share voting and dispositive power with respect to the shares held by China IV. Mr. Nussbaum disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.														
4. Represents shares of the Issuer held by Pontifax (Cayman) III, L.P. ("Cayman III"). Pontifax Management Fund III L.P. ("Pontifax III") is the general partner of Cayman III. Pontifax Management III G.P. (2011) Ltd. ("Management III") is the general partner of Pontifax III. Mr. Nussbaum is a Managing Partner of Management III. By virtue of this relationship, Mr. Nussbaum may be deemed to share voting and dispositive power with respect to the shares held by Cayman III. Mr. Nussbaum disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.														
5. Represents shares of the Issuer held by Pontifax (Israel) III, L.P. ("Israel III"). Pontifax III is the general partner of Israel III. Management III is the general partner of Pontifax III. Mr. Nussbaum is a Managing Partner of Management III. By virtue of this relationship, Mr. Nussbaum may be deemed to share voting and dispositive power with respect to the shares held by Israel III. Mr. Nussbaum disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.														

Remarks:

/s/ Gregory Weaver, Attorney in Fact

03/23/2018

** 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.