

☐ 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

1. Name and Address of Reporting Person* <u>Pontifax Management 4 G.P. (2015) Ltd.</u> (Last) (First) (Middle) <u>C/O ELOXX PHARMACEUTICALS, INC.</u> <u>950 WINTER STREET</u> (Street) <u>WALTHAM MA 02451</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Eloxx Pharmaceuticals, Inc. [ELOX]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>05/13/2021</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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	05/13/2021		p ⁽¹⁾		1,280,624	A	\$1.35 ⁽¹⁾	1,791,470	I	By Pontifax Investment Fund ⁽²⁾
Common Stock	05/13/2021		p ⁽¹⁾		2,630,487	A	\$1.35 ⁽¹⁾	3,679,797	I	By Pontifax Investment Fund ⁽³⁾
Common Stock	05/13/2021		p ⁽¹⁾		1,422,222	A	\$1.35 ⁽¹⁾	1,989,551	I	By Pontifax Investment Fund ⁽⁴⁾
Common Stock	05/13/2021		p ⁽¹⁾		592,592	A	\$1.35 ⁽¹⁾	616,592	I	By Pontifax Investment Fund ⁽⁵⁾

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)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(D)	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person*
Pontifax Management 4 G.P. (2015) Ltd.

(Last) (First) (Middle)
C/O ELOXX PHARMACEUTICALS, INC.
950 WINTER STREET

(Street)
WALTHAM MA 02451

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Pontifax (China) IV L.P.

(Last)	(First)	(Middle)
C/O ELOXX PHARMACEUTICALS, INC.		
950 WINTER STREET		
(Street)		
WALTHAM	MA	02451
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

Pontifax (Cayman) IV L.P.

(Last)	(First)	(Middle)
C/O ELOXX PHARMACEUTICALS, INC.		
950 WINTER STREET		
(Street)		
WALTHAM	MA	02451
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

Pontifax (Israel) IV, L.P.

(Last)	(First)	(Middle)
C/O ELOXX PHARMACEUTICALS, INC.		
950 WINTER STREET		
(Street)		
WALTHAM	MA	02451
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

Pontifax IV GP L.P.

(Last)	(First)	(Middle)
C/O ELOXX PHARMACEUTICALS, INC.		
950 WINTER STREET		
(Street)		
WALTHAM	MA	02451
(City)	(State)	(Zip)

Explanation of Responses:

1. Reflects the purchase of shares in the offering of Common Stock of Eloxx Pharmaceuticals, Inc. that is expected to close on May 18, 2021.
2. Represents shares of the Issuer held by Pontifax (Cayman) IV L.P. ("Cayman IV"). Pontifax IV GP L.P. ("Pontifax IV") is the general partner of Cayman IV. Pontifax Management 4 G.P. (2015) Ltd. ("Management 4") is the general partner of Pontifax IV. As a result, each of Management 4 and Pontifax IV may be deemed to share voting and dispositive power with respect to the shares held by Cayman IV. Each of Management 4, Pontifax IV and Cayman IV disclaims beneficial ownership of such shares, except to the extent of its 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 (Israel) IV, L.P. ("Israel IV"). Pontifax IV is the general partner of Israel IV. Management 4 is the general partner of Pontifax IV. As a result, each of Management 4 and Pontifax IV may be deemed to share voting and dispositive power with respect to the shares held by Israel IV. Each of Management 4, Pontifax IV and Israel IV disclaims beneficial ownership of such shares, except to the extent of its 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 (China) IV L.P. ("China IV"). Pontifax IV is the general partner of China IV. Management 4 is the general partner of Pontifax IV. As a result, each of Management 4 and Pontifax IV may be deemed to share voting and dispositive power with respect to the shares held by China IV. Each of Management 4, Pontifax IV and China IV disclaims beneficial ownership of such shares, except to the extent of its 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 Late Stage Fund L.P. ("Late Stage Fund"). Pontifax Late Stage GP Ltd. ("Late Stage GP"), the general partner of Late Stage Fund, has a Strategic Alliance Agreement with Pontifax IV. By virtue of this relationship, Pontifax IV may be deemed to share voting and dispositive power with respect to the shares held by Late Stage Fund. Each of Management 4, Pontifax IV, Late Stage Fund and Late Stage GP disclaims beneficial ownership of such shares, except to the extent of its 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.

Pontifax Management 4 G.P. (2015) Ltd. /s/ Neil S. Belloff, Attorney-in-Fact on behalf of Tomer Kariv, Chief Executive Officer 05/17/2021

Pontifax (China) IV L.P. /s/ Neil S. Belloff, Attorney-in-Fact on behalf of Tomer Kariv, Chief Executive Officer 05/17/2021

Pontifax (Cayman) IV L.P. /s/ Neil S. Belloff, Attorney-in-Fact on behalf of Tomer Kariv, Chief Executive Officer 05/17/2021

Pontifax (Israel) IV, L.P. /s/ 05/17/2021

[Neil S. Belloff, Attorney-in-Fact on behalf of Tomer Kariv, Chief Executive Officer](#)
[Pontifax IV GP L.P. /s/ Neil S. Belloff, Attorney-in-Fact on behalf of Tomer Kariv, Chief Executive Officer](#) [05/17/2021](#)

** 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.