

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>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</u> <u>MA</u> <u>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>05/29/2019</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)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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			

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				
Stock Option (Right to Buy)	\$9.02	05/29/2019		A		20,000		(1)	05/29/2029	Common Stock	20,000	\$0	20,000	I	See Footnote <sup>(2)</sup>
Stock Option (Right to Buy)	\$9.02	05/29/2019		A		20,000		(1)	05/29/2029	Common Stock	20,000	\$0	20,000	I	See Footnote <sup>(3)</sup>

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</u> <u>MA</u> <u>02451</u>  (City) (State) (Zip)
-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

1. Name and Address of Reporting Person* <u>Pontifax IV GP L.P.</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)
------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

1. Name and Address of Reporting Person* <u>Pontifax (Cayman) IV L.P.</u>
------------------------------------------------------------------------------

(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 (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 Management III G.P. (2011) 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 Management Fund III 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) III, 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) III, L.P.**

(Last) (First) (Middle)

C/O ELOXX PHARMACEUTICALS, INC.

950 WINTER STREET

(Street)

WALTHAM

MA

02451

(City)

(State)

(Zip)

**Explanation of Responses:**

1. One half (1/2) of the shares underlying the option shall vest on May 29, 2020 (the "Cliff Vesting Date"), the remainder of the grant shall vest in twelve (12) equal installments on each successive monthly anniversary of the Cliff Vesting Date, subject to Reporting Person's continuous service as of each such date.
2. The reported securities are owned directly by Tomer Kariv, a director of Pontifax Management 4 G.P. (2015) Ltd. and Pontifax Management III G.P. (2011) Ltd. (collectively, "Pontifax"). Pontifax Management 4.G.P. (2015) Ltd., is the general partner of Pontifax Management 4 G.P. L.P., which is the general partner of each of Pontifax (Cayman) IV L.P., Pontifax (China) IV L.P. and Pontifax (Israel) IV L.P. Pontifax Management III G.P. (2011) Ltd. is the general partner of Pontifax Management Fund III L.P., which is the general partner of each of Pontifax (Cayman) III L.P. and Pontifax (Israel) III L.P. Mr. Kariv will assign the economic interests of the reported securities to Pontifax and Pontifax may be deemed the indirect beneficial owner of the security. Pontifax disclaims beneficial ownership of the security except to the extent of its pecuniary interest therein.
3. The reported securities are owned by Ran Nussbaum, a director of Pontifax. Mr. Nussbaum will assign the economic interests of the reported securities to Pontifax and Pontifax may be deemed the indirect beneficial owner of the security. Pontifax disclaims beneficial ownership of the security except to the extent of its pecuniary interest therein.

/s/ Gregory Weaver, Attorney-  
in-Fact

05/29/2019

\*\* 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.**

## POWER OF ATTORNEY

(For Executing Form ID, Forms 3, 4 and 5 and Schedule 13D and 13G)

Know all by these presents that the undersigned hereby constitutes and appoints each of Miguel Vega and Jonathan Browalski of Cooley LLP and Robert Ward, Gregory Weaver and Neil Belloff of Eloxx Pharmaceuticals, Inc. (the “**Company**”), the undersigned’s true and lawful attorneys-in-fact and agents to:

(1) Prepare, execute in the undersigned’s name and on the undersigned’s behalf, and submit to the the Securities and Exchange Commission (the “**SEC**”) Form ID, Uniform Application for Access Codes to File on EDGAR, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 13 and Section 16(a) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), or any rule or regulation thereunder;

(2) Prepare, execute in the undersigned’s name and on the undersigned’s behalf, and submit to the SEC Forms 3, 4 and 5 (including amendments thereto and joint filing agreements in connection therewith) in accordance with Section 16(a) and the rules and regulations thereunder in the undersigned’s capacity as an officer, director or beneficial owner of more than 10% of a registered class of securities of the Company and Schedule 13D or 13G (including amendments thereto and joint filing agreements in connection therewith) in accordance with Section 13 of the Exchange Act and the rules and regulations thereunder;

(3) Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute any such Form ID and Forms 3, 4 or 5 or Schedule 13D or 13G (including amendments thereto and joint filing agreements in connection therewith) and file such forms with the SEC and any stock exchange, self-regulatory association or any similar authority; and

(4) Take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact’s discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact’s substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming (nor is the Company assuming) any of the undersigned’s responsibilities to comply with Section 13 and Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Form ID or Forms 3, 4 and 5 or Schedule 13D or 13G with respect to the undersigned’s holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company.

[*Signature Page Follows*]

---

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Date: May 29, 2019

**Pontifax (Cayman) IV LP**

By: Pontifax 4 GP LP, its general partner

By: Pontifax Management 4 G.P. (2015) Ltd., its general partner

By: /s/ Tomer Kariv

Name: Tomer Kariv

Title: Director

**Pontifax (China) IV LP**

By: Pontifax 4 GP LP, its general partner

By: Pontifax Management 4 G.P. (2015) Ltd., its general partner

By: /s/ Tomer Kariv

Name: Tomer Kariv

Title: Director

**Pontifax (Israel) IV LP**

By: Pontifax 4 GP LP, its general partner

By: Pontifax Management 4 G.P. (2015) Ltd., its general partner

By: /s/ Tomer Kariv

Name: Tomer Kariv

Title: Director

**Pontifax 4 GP LP**

By: Pontifax Management 4 G.P. (2015) Ltd., its general partner

By: /s/ Tomer Kariv

Name: Tomer Kariv

Title: Director

**Pontifax Management 4 G.P. (2015) Ltd.**

By: /s/ Tomer Kariv

Name: Tomer Kariv

Title: Director

**Pontifax (Cayman) III LP**

By: Pontifax Management Fund III LP, its general partner

By: Pontifax Management III G.P. (2011) Ltd., its general partner

By: /s/ Tomer Kariv

Name: Tomer Kariv

Title: Director

**Pontifax (Israel) III LP**

By: Pontifax Management Fund III LP, its general partner

By: Pontifax Management III G.P. (2011) Ltd., its general partner

By: /s/ Tomer Kariv

Name: Tomer Kariv

Title: Director

**Pontifax Management Fund III LP**

By: Pontifax Management III G.P. (2011) Ltd., its general partner

By: /s/ Tomer Kariv

Name: Tomer Kariv

Title: Director

**Pontifax Management III G.P. (2011) Ltd.**

By: /s/ Tomer Kariv  
Name: Tomer Kariv  
Title: Director