

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 III G.P. (2011) Ltd.</u>  (Last) (First) (Middle) <u>C/O ELOXX PHARMACEUTICALS, INC.</u> <u>950 WINTER STREET, 4TH FLOOR NORTH</u>  (Street) <u>WALTHAM</u> <u>MA</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>06/15/2018</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)	\$23.27	06/15/2018		A		40,000		(1)	06/15/2028	Common Stock	40,000	\$0.00	40,000	I	See Footnote <sup>(2)</sup>
Stock Option (Right to Buy)	\$23.27	06/15/2018		A		40,000		(1)	06/15/2028	Common Stock	40,000	\$0.00	40,000	I	See Footnote <sup>(3)</sup>

1. Name and Address of Reporting Person* <u>Pontifax Management III G.P. (2011) Ltd.</u>  (Last) (First) (Middle) <u>C/O ELOXX PHARMACEUTICALS, INC.</u> <u>950 WINTER STREET, 4TH FLOOR NORTH</u>  (Street) <u>WALTHAM</u> <u>MA</u>  (City) (State) (Zip)
---

1. Name and Address of Reporting Person* <u>Pontifax Management Fund III L.P.</u>  (Last) (First) (Middle) <u>C/O ELOXX PHARMACEUTICALS, INC.</u> <u>950 WINTER STREET, 4TH FLOOR NORTH</u>  (Street) <u>WALTHAM</u> <u>MA</u> <u>02451</u>  (City) (State) (Zip)
---

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

(Last)	(First)	(Middle)
C/O ELOXX PHARMACEUTICALS, INC.		
950 WINTER STREET, 4TH FLOOR		
(Street)		
WALTHAM	MA	02451
(City)		
(State)	(Zip)	
1. Name and Address of Reporting Person*		
<u>Pontifax (Israel) III, L.P.</u>		
(Last)		
(First)		
(Middle)		
C/O ELOXX PHARMACEUTICALS, INC.		
950 WINTER STREET, 4TH FLOOR NORTH		
(Street)		
WALTHAM	MA	02451
(City)		
(State)	(Zip)	

Explanation of Responses:

1. One half (1/2) of the shares underlying the option shall vest on June 15, 2019 (the "Cliff Vesting Date"), the remainder of the grant shall vest in 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 general partner of Pontifax Management III G.P. (2011) Ltd. ("Pontifax 3"). Mr. Kariv will assign the economic interests of the reported securities to Pontifax 3 and it may be deemed the indirect beneficial owner of the security. Pontifax 3 disclaims beneficial ownership of the security except to the extent of its pecuniary interest therein.
3. The reported securities are owned directly by Ran Nussbaum, a general partner of Pontifax 3. Mr. Nussbaum will assign the economic interests of the reported securities to Pontifax 3 and it may be deemed the indirect beneficial owner of the security. Pontifax 3 disclaims beneficial ownership of the security except to the extent of its pecuniary interest therein.

Remarks:

Pontifax Management III G.P.  
(2011) Ltd., /s/ Gregory  
Weaver, Attorney in Fact on 06/19/2018  
behalf of Tomer Kariv, Chief  
Executive Officer

Pontifax Management Fund III  
L.P., /s/ Gregory Weaver,  
Attorney in Fact on behalf of 06/19/2019  
Tomer Kariv, Chief Executive  
Officer

Pontifax (Cayman) III, L.P., /s/  
Gregory Weaver, Attorney in 06/19/2018  
Fact on behalf of Tomer Kariv,  
Chief Executive Officer

Pontifax (Israel) III, L.P., /s/  
Gregory Weaver, Attorney in 06/19/2018  
Fact on behalf of Tomer Kariv,  
Chief Executive Officer

\*\* 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.