SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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*

 WEAVER GREGORY L

 (Last) (First) (Middle)
 C/O ELOXX PHARMACEUTICALS, INC.
 950 WINTER STREET
 (Street)
 WALTHAM MA 02451
 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
 Eloxx Pharmaceuticals, Inc. [ELOX]

 3. Date of Earliest Transaction (Month/Day/Year)
 03/15/2020

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director   10% Owner
 Officer (give title below) [X]   Other (specify below)
 FORMER CHIEF FINANCIAL OFFICER

 6. Individual or Joint/Group Filing (Check Applicable Line)
 [X] Form filed by One Reporting Person
 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			
Common Stock	03/15/2020		M		3,750	A	$0[1]	11,517	D	
Common Stock	03/15/2020		F		1,086	D	$2.85	10,431	D	

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				
Restricted Stock Units	(1)(2)	03/15/2020		M			3,750	(1)	(1)	Common Stock	3,750	$0[3]	0[4]	D	

Explanation of Responses:

1. The restricted stock units issued to the reporting person on January 30, 2019 have partially vested in accordance with the reporting person's employment agreement and settled for shares of the Issuer's common stock.

2. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

3. The restricted stock units were issued pursuant to the Issuer's 2018 Equity Incentive Plan.

4. As a result of reporting person's separation from the Issuer, 25% of all unvested equity accelerated in accordance with the reporting person's employment agreement and the remaining unvested equity was forfeited.

/s/ Neil S. Belloff, Attorney-in-Fact   03/16/2020

** 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.