

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>Ward Robert</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>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CHAIRMAN AND CEO
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/26/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	12/26/2019		M		35,599	A	\$0 ⁽¹⁾	206,552 ⁽²⁾	D	
Common Stock	12/26/2019		F		15,806	D	\$7.26	190,746 ⁽³⁾	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						Amount or Number of Shares
Restricted Stock Units	(1)(4)	12/26/2019		M			35,599	(1)	(1)	Common Stock	35,599	\$0 ⁽⁵⁾	284,794 ⁽⁶⁾	D	

Explanation of Responses:

- The restricted stock units issued to the reporting person on December 26, 2017 have partially vested and settled for shares of the Issuer's common stock.
- Of this amount, 191,552 shares are held by the Robert E. Ward 2017 Revocable Trust of which Mr. Ward is a trustee.
- Of this amount, 175,746 shares are held by the Robert E. Ward 2017 Revocable Trust of which Mr. Ward is a trustee.
- Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- The restricted stock units were issued pursuant to the Issuer's 2013 Share Ownership and Option Plan.
- The remaining restricted stock units will vest ratably each quarter through December 26, 2021 subject to the reporting person's continued employment with the Issuer, which vesting may be accelerated in certain circumstances.

/s/ Neil S. Belloff, Attorney-in-Fact 12/27/2019

** 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.

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