

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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>Belloff Neil S.</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>01/30/2020</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>GENERAL COUNSEL/CORPORATE</u> <u>SECR</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	01/30/2020		M		6,250	A	\$0 ⁽¹⁾	6,250	D	
Common Stock	01/30/2020		F		2,166	D	\$3.91	4,084	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)	01/30/2020		M		6,250		(1)	(1)	Common Stock	6,250	\$0 ⁽³⁾	18,750 ⁽⁴⁾	D	

Explanation of Responses:

1. The restricted stock units issued to the reporting person on January 30, 2020 have partially vested 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. The remaining restricted stock units will vest ratably each quarter through January 30, 2023, subject to the reporting person's continued employment with the Issuer, which vesting may be accelerated in certain circumstances.

/s/ Neil S. Belloff

01/31/2020

** 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.