

AQUINOX PHARMACEUTICALS, INC
 Form 4
 August 14, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MacKenzie Lloyd

2. Issuer Name and Ticker or Trading Symbol
 AQUINOX PHARMACEUTICALS, INC [AQXP]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O AQUINOX PHARMACEUTICALS, INC., 450 - 887 GREAT NORTHERN WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/12/2015

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 VP Technical Operations

VANCOUVER, A1 V5T 4T5
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	08/12/2015		M		7,812	A	\$ 5.76
Common Stock	08/12/2015		M		28,075	A	\$ 5.76
Common Stock	08/12/2015		S		35,887	D	\$ 18.67
							(1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.76	08/12/2015		M	7,812	<u>(2)</u> 06/10/2020	Common Stock	7,812
Stock Option (Right to Buy)	\$ 5.76	08/12/2015		M	28,075	<u>(3)</u> 11/10/2021	Common Stock	28,075

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MacKenzie Lloyd
C/O AQUINOX PHARMACEUTICALS, INC.
450 - 887 GREAT NORTHERN WAY
VANCOUVER, A1 V5T 4T5

VP Technical Operations

Signatures

/s/ Lloyd

Mackenzie

08/14/2015

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$17.775 to \$20.43. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities

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and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set in this footnote.

(2) Fully vested.

The shares subject to this option shall vest and become exercisable at a rate of twenty-five percent of the total number of shares underlying the options on the one-year anniversary of the vesting commencement date and 1/48th of the total number of shares

(3) underlying the options each monthly anniversary of the vesting commencement date thereafter for so long as the recipient of the option provides continuous service to the issuer, such that the total number of shares underlying the options shall be fully vested on the four-year anniversary of the vesting commencement date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.