

AQUINOX PHARMACEUTICALS, INC
 Form 4
 March 14, 2014

FORM 4

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

OMB APPROVAL

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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 *
 Bridger Gary

(Last) (First) (Middle)

C/O FIVE CORNERS
 CAPITAL, 700 W. GEORGIA
 STREET, SUITE 2500

(Street)

VANCOUVER, A1 V7Y 1B3

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 03/12/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Special Voting Stock	03/12/2014		A		36,502	A	\$ 0 40,147	I	See Note (1)
Common Special Voting Stock	03/12/2014		D		40,147	D	\$ 0 (2) 0	I	See Note (1)
Series A-1 Special	03/12/2014		D		284,090	D	\$ 0 (2) 0	I	See Note (1)

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Voting Stock									
Series A-2 Special Voting Stock	03/12/2014	D	189,393	D	\$ 0 (2)	0	I	See Note (1)	
Series B-1 Special Voting Stock	03/12/2014	D	326,538	D	\$ 0 (2)	0	I	See Note (1)	
Series B-2 Special Voting Stock	03/12/2014	D	325,035	D	\$ 0 (2)	0	I	See Note (1)	
Series C Special Voting Stock	03/12/2014	D	378,786	D	\$ 0 (2)	0	I	See Note (1)	
Common Stock	03/12/2014	C	1,543,989	A	(3)	1,543,989	I	See Note (1)	

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

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Common Exchangeable Shares	(4)	03/12/2014		A	36,502	(4)	(4)	Common Stock
Common Exchangeable Shares	(4)	03/12/2014		C	40,147	(4)	(4)	Common Stock
Series A-1 Exchangeable Shares	(5)	03/12/2014		C	284,090	(5)	(5)	Series A-1 Preferred

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								Stock
Series A-1 Preferred Stock	(3)	03/12/2014	C	284,090	(3)	(3)		Common Stock
Series A-1 Preferred Stock	(3)	03/12/2014	C	284,090	(3)	(3)		Common Stock
Series A-2 Exchangeable Shares	(5)	03/12/2014	C	189,393	(5)	(5)		Series A-2 Preferred Stock
Series A-2 Preferred Stock	(3)	03/12/2014	C	189,393	(3)	(3)		Common Stock
Series A-2 Preferred Stock	(3)	03/12/2014	C	189,393	(3)	(3)		Common Stock
Series B-1 Exchangeable Shares	(5)	03/12/2014	C	326,538	(5)	(5)		Series B-1 Preferred Stock
Series B-1 Preferred Stock	(3)	03/12/2014	C	326,538	(3)	(3)		Common Stock
Series B-1 Preferred Stock	(3)	03/12/2014	C	326,538	(3)	(3)		Common Stock
Series B-2 Exchangeable Shares	(5)	03/12/2014	C	325,035	(5)	(5)		Series B-2 Preferred Stock
Series B-2 Preferred Stock	(3)	03/12/2014	C	325,035	(3)	(3)		Common Stock
Series B-2 Preferred Stock	(3)	03/12/2014	C	325,035	(3)	(3)		Common Stock
Series C Exchangeable Shares	(5)	03/12/2014	C	378,786	(5)	(5)		Series C Preferred Stock
Series C Preferred Stock	(3)	03/12/2014	C	378,786	(3)	(3)		Common Stock
	(3)	03/12/2014	C	378,786	(3)	(3)		

Series C
Preferred
Stock

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bridger Gary C/O FIVE CORNERS CAPITAL 700 W. GEORGIA STREET, SUITE 2500 VANCOUVER, A1 V7Y 1B3		X		

Signatures

/s/ Gary Bridger 03/14/2014

__Signature of Date
Reporting Person

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) Dr. Bridger is a managing director of Five Corners Capital Inc., the general partner of Ventures West 8 Limited Partnership. Dr. Bridger may be deemed to have voting and investment power with respect to shares held by Ventures West 8 Limited Partnership. Dr. Bridger disclaims beneficial ownership of such shares except to the extent of any pecuniary interest.

(2) Each share of the issuer's Common, Series A-1, Series A-2, Series B-1, Series B-2 and Series C Special Voting Stock was redeemed upon the closing of the issuer's initial public offering for \$0.0000192 per share.

(3) Each share of the issuer's Series A-1, Series A-2, Series B-1, Series B-2 and Series C Preferred Stock converted into Common Stock of the issuer on a 1-to-1 basis upon the closing of the issuer's initial public offering, and has no expiration date.

(4) The Common Exchangeable Shares of Aquinox Pharmaceuticals Inc., a corporation under the Canadian Business Corporations Act ("AQXP Canada"), were exchanged for Common Stock of the issuer on a 1-to-1 basis upon the closing of the issuer's initial public offering, and have no expiration date.

(5) The Series A-1, Series A-2, Series B-1, Series B-2 and Series C Exchangeable Shares of AQXP Canada were exchanged for Series A-1, Series A-2, Series B-1, Series B-2 and Series C Preferred Stock, respectively, of the issuer on a 1-to-1 basis immediately prior to the closing of the issuer's initial public offering, and have no expiration date.

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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