

Aldeyra Therapeutics, Inc.

Form 3

May 01, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

JOHNSON & JOHNSON

(Last) (First) (Middle)

ONE JOHNSON & JOHNSON
PLAZA

(Street)

NEW

BRUNSWICK, NJ 08933

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/01/2014

3. Issuer Name and Ticker or Trading Symbol
Aldeyra Therapeutics, Inc. [ALDX]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Reporting Owners

Signatures

Date _____

Date _____

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 securities reported as being indirectly beneficially owned by the designated Reporting Person are directly beneficially owned by Johnson & Johnson Development Corporation, a wholly-owned subsidiary of the designated Reporting Person.

- (2) All outstanding shares of the Issuer's preferred stock will automatically convert into Common Stock immediately following declaration of effectiveness of the Issuer's Registration Statement for no additional consideration. Each share of Series A Preferred Stock and Non-Voting Series A Preferred Stock will convert into shares of Common Stock on a 2.3726-for-1 basis and each share of Series B Preferred Stock and Non-Voting Series B Preferred Stock will automatically convert into shares of Common Stock on a 1-for-1 basis.

- (3) All outstanding warrants will be net exercised for shares of the Issuer's Series B Preferred Stock and subsequently will automatically convert into Common Stock following declaration of effectiveness of the Issuer's Registration Statement for no additional consideration. Each share of Series B Preferred Stock will automatically convert into shares of Common Stock on a 1-for-1 basis.

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.