

Wiley Matthew T.
Form 4
December 04, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wiley Matthew T.

2. Issuer Name **and** Ticker or Trading
Symbol
Foamix Pharmaceuticals Ltd.
[FOMX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O FOAMIX
PHARMACEUTICALS LTD., 2
HOLTZMAN STREET

3. Date of Earliest Transaction
(Month/Day/Year)
12/03/2018

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chief Commercial Officer

(Street)
REHOVOT, L3 7670402

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
Ordinary Shares	12/03/2018 ⁽¹⁾		A	Amount 50,000 ⁽²⁾	(A) or (D) A Price \$ 0 ⁽³⁾	50,000	D

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

**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
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (4)	\$ 4.06	12/03/2018 ⁽¹⁾		A		100,000		⁽⁵⁾	12/03/2028	Ordinary Shares	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Wiley Matthew T. C/O FOAMIX PHARMACEUTICALS LTD. 2 HOLTZMAN STREET REHOVOT, L3 7670402	Chief Commercial Officer

Signatures

/s/ Ilan Hadar as attorney-in-fact for Matthew Wiley
 12/04/2018
 **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 equity incentive grants were approved by the Issuer's board of directors on the recommendation of a committee of the board on November 14, 2018 with a grant date of December 3, 2018.
- (2) The ordinary shares underlying this restricted share unit award vest over a period of four years from the end of the calendar quarter in which the grant was made (25% on December 31, 2019 and 6.25% every three months thereafter) ending December 31, 2022.
- (3) This security represents restricted share units. Each restricted share unit represents a contingent right to receive one ordinary share of the issuer.
- (4) Each option represents a contingent right to purchase one ordinary share of the issuer.
- (5) The ordinary shares underlying these options vest over a period of four years from the end of the calendar quarter in which the grant was made (25% on December 31, 2019 and 6.25% every three months thereafter) ending December 31, 2022.

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.