

Pontifax (Cayman) III, L.P.  
 Form 3  
 December 29, 2017

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

OMB APPROVAL

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**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 *                            |         |          | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                              |  |
| Â Pontifax Management III G.P. (2011) Ltd.                           |         |          | (Month/Day/Year)                     | Eloxx Pharmaceuticals, Inc. [SVOND]   |  |
| (Last)   | (First) | (Middle) |                                      | 4. Relationship of Reporting Person(s) to Issuer                                | 5. If Amendment, Date Original Filed(Month/Day/Year)                             |
| C/O ELOXX PHARMACEUTICALS, INC.,Â 950 WINTER STREET, 4TH FLOOR NORTH |         |          |                                      | (Check all applicable)  |  |
| (Street)   |         |          |                                      | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner |  |
|  |         |          |                                      | <input type="checkbox"/> Officer <input type="checkbox"/> Other                 |  |
|  |         |          |                                      | (give title below) (specify below)  | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |
| WALTHAM,Â MAÂ 02451  |         |          |                                      |   | <input type="checkbox"/> Form filed by One Reporting Person                      |
| (City)   | (State) | (Zip)    |                                      |   | <input checked="" type="checkbox"/> 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) |
|---------------------------------|---|--|---|
| Common Stock                    | 2,287,937   | I  | By Pontifax Investment Fund <sup>(1)</sup>            |
| Common Stock                    | 4,900,249   | I  | By Pontifax Investment Fund <sup>(2)</sup>            |

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

SEC 1473 (7-02)

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

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date   | Title  | Amount or<br>Number of<br>Shares   |   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Pontifax Management III G.P. (2011) Ltd.<br>C/O ELOXX PHARMACEUTICALS, INC.<br>950 WINTER STREET, 4TH FLOOR NORTH<br>WALTHAM, MA 02451 | ^             | ^ X       | ^       | ^     |
| Pontifax Management Fund III L.P.<br>C/O ELOXX PHARMACEUTICALS, INC.<br>950 WINTER STREET, 4TH FLOOR NORTH<br>WALTHAM, MA 02451        | ^             | ^ X       | ^       | ^     |
| Pontifax (Cayman) III, L.P.<br>C/O ELOXX PHARMACEUTICALS, INC.<br>950 WINTER STREET, 4TH FLOOR NORTH<br>WALTHAM, MA 02451              | ^             | ^ X       | ^       | ^     |
| Pontifax (Israel) III, L.P.<br>C/O ELOXX PHARMACEUTICALS, INC.<br>950 WINTER STREET, 4TH FLOOR NORTH<br>WALTHAM, MA 02451              | ^             | ^ X       | ^       | ^     |

## Signatures

|  |            |
|--|------------|
| Pontifax Management III G.P. (2011) Ltd., /s/ Gregory Weaver, Attorney in Fact on behalf of Tomer Kariv, Chief Executive Officer | 12/29/2017 |
| __Signature of Reporting Person  | Date       |
| Pontifax Management Fund III L.P., /s/ Gregory Weaver, Attorney in Fact on behalf of Tomer Kariv, Chief Executive Officer        | 12/29/2017 |
| __Signature of Reporting Person  | Date       |
| Pontifax (Cayman) III, L.P., /s/ Gregory Weaver, Attorney in Fact on behalf of Tomer Kariv, Chief Executive Officer              | 12/29/2017 |
| __Signature of Reporting Person  | Date       |
| Pontifax (Israel) III, L.P., /s/ Gregory Weaver, Attorney in Fact on behalf of Tomer Kariv, Chief Executive Officer              | 12/29/2017 |
| __Signature of Reporting Person  | 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) Represents shares of the Issuer held by Pontifax (Cayman) III, L.P. ("Cayman III"). Pontifax Management Fund III L.P. ("Pontifax III") is the general partner of Cayman III. Pontifax Management III G.P. (2011) Ltd. ("Management III") is the general partner of Pontifax III. As a result, each of Management III and Pontifax III may be deemed to share voting and dispositive power with respect to the shares held by Cayman III. Each of Management III, Pontifax III and Cayman III disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein, and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.

(2) Represents shares of the Issuer held by Pontifax (Israel) III, L.P. ("Israel III"). Pontifax III is the general partner of Israel III. Management III is the general partner of Pontifax III. As a result, each of Management III and Pontifax III may be deemed to share voting and dispositive power with respect to the shares held by Israel III. Each of Management III, Pontifax III and Israel III disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein, and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.

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### Remarks:

Exhibit 24.1 - Pontifax Management III G.P. (2011) Ltd. Power of Attorney. Exhibit 24.2 - Pontifax

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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