

RXi Pharmaceuticals Corp
 Form 3
 January 17, 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 * ^ Eliseev Alexey (Last) (First) (Middle) C/O 257 SIMARANO DRIVE, SUITE 101 (Street) MARLBOROUGH, ^ MA ^ 01752 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/06/2017	3. Issuer Name and Ticker or Trading Symbol RXi Pharmaceuticals Corp [RXII]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Business Officer	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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, \$0.0001 par value	817,813 ⁽¹⁾	D	^

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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series C Convertible Preferred Stock, \$0.0001 par value	Â (2)	Â (2)	Common stock	331,713 (1)	\$ (2)	D	Â
Stock option (right to buy)	Â (3)	01/06/2027	Common stock	174,384	\$ 0.73	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Eliseev Alexey C/O 257 SIMARANO DRIVE, SUITE 101 MARLBOROUGH, MA 01752	Â	Â	Â Chief Business Officer	Â

Signatures

Caitlin Kontulis,
attorney-in-fact

01/17/2017

__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 securities issued to the reporting person in connection with the acquisition of MirImmune Inc. on January 6, 2017. Up to 3% of the shares are subject to a holdback for post-closing adjustments in certain circumstances. A total of 24,534 shares of common stock and 9,951 shares of Series C Convertible Preferred Stock were subject to the 3% holdback and are included in the number of securities being reported respectively.

(2) The Series C Convertible Preferred Stock will automatically convert into common stock upon approval by the Company's stockholders in accordance with the stockholder approval requirements of Nasdaq Marketplace Rule 5635 without payment of consideration. The Series C Convertible Preferred Stock have no expiration.

(3) The stock option vests in equal monthly installments over four years beginning on the first monthly anniversary of the grant 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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