

Ward Robert
 Form 4
 December 28, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Ward Robert

2. Issuer Name and Ticker or Trading Symbol
 Eloxx Pharmaceuticals, Inc.
 [SVOND]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 12/26/2017

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

950 WINTER STREET, 4TH FLOOR NORTH

(Street)

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

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

WALTHAM, MA 02451

(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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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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)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|---------------------------------------|---|-------------------------|--------------------|---|------------------|------------------|---------------------|--------------------|-----------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Restricted Stock Units | (1) | 12/26/2017 | A | | | 22,427 | (2) | 12/26/2027 | Common Stock | 22,427 |
| Stock Options (Right to Buy) | \$ 8 | 12/26/2017 | A | | | 22,427 | (3) | 12/26/2027 | Common Stock | 22,427 |
| Restricted Stock Units | (1) | 12/26/2017 | A | | | 640,785 | (4) | 12/26/2027 | Common Stock | 640,785 |
| Stock Options (Right to Buy) | \$ 8 | 12/26/2017 | A | | | 640,785 | (5) | 12/26/2027 | Common Stock | 640,785 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ward Robert 950 WINTER STREET, 4TH FLOOR NORTH WALTHAM, MA 02451 | X | | Chief Executive Officer | |

Signatures

/s/ Robert Ward 12/28/2017

**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) Each restricted stock unit represents a contingent right to receive one share of common stock of the Issuer.
The performance restricted stock units vest and become immediately exercisable upon the date that marks the Issuer's first successful completion of a Phase-2B study with respect to any indication, subject, with limited exceptions, to the Reporting Person's continued employment with the Issuer.
- (2) The performance stock options vest and become immediately exercisable upon the date that marks the Issuer's first successful completion of a Phase-2B study with respect to any indication, subject, with limited exceptions, to the Reporting Person's continued employment with the Issuer.
- (3) of a Phase-2B study with respect to any indication, subject, with limited exceptions, to the Reporting Person's continued employment with the Issuer.
- (4)

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The time-vesting restricted stock units vest and become exercisable over a four (4) year period commencing on December 26, 2017 (the "Effective Date"), with one-third (1/3) of the units vesting on December 26, 2018, with an additional one-twelfth (1/12) of the units vesting on each quarterly anniversary of the Effective Date over the course of three (3) years, subject, with limited exceptions, to the Reporting Person's continued employment with the Issuer; provided that vesting will be accelerated following the achievement of certain milestones.

- The time-vesting options vest and become exercisable over a four (4) year period commencing on the Effective Date, with one-third (1/3) of the shares of common stock underlying the options vesting on December 26, 2018, with an additional one-twelfth (1/12) of the shares
- (5) underlying the options vesting on each quarterly anniversary of the Effective Date over the course of three (3) years, subject, with limited exceptions, to the Reporting Person's continued employment with the Issuer; provided that vesting will be accelerated following the achievement of certain milestones.

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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