

VYNE THERAPEUTICS INC.

Reported by
BASTA STEVEN L

FORM 4 (Statement of Changes in Beneficial Ownership)

Filed 12/13/19 for the Period Ending 12/11/19

Address 685 ROUTE 202/206 N., SUITE 301
 BRIDGEWATER, NJ, 08807

Telephone 800-775-7936

 CIK 0001566044

Symbol VYNE

Fiscal Year 12/31

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden hours per response... 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*]			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
Basta Steven L			Menlo Therapeutics Inc. [MNLO]				<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)				6. Individual or Joint/Group Filing (Check Applicable Line)			
200 CARDINAL WAY, 2ND FLOOR			12/11/2019				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)							
REDWOOD CITY, CA 94063										
(City)	(State)	(Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			
Common stock	12/11/2019		M		238800	A	11	580974 2	D	
Common stock	12/11/2019		F		85210	D	4.52	495764	D	
Common stock	12/11/2019		M		14000	A	1.83	509764	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
						Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Restricted Stock Units	11	12/11/2019		M	238800					11	Common Stock	238800	\$0.00	0	D
Non-Qualified Stock Option	13	12/11/2019		M	14000	11/30/2016	2/2/2026	Common Stock	14000	\$1.83	Common Stock	357641	D		

Explanation of Responses:

- On July 29, 2019, the Reporting Person was granted 238,800 restricted stock units ("RSUs"), for which the Reporting Person is entitled to receive one (1) share of Common Stock for each RSU upon vesting. The RSUs were scheduled to vest in two (2) equal annual installments beginning July 29, 2020. The vesting of the RSUs was accelerated in full on December 11, 2019 in connection with the pending transactions contemplated by the Agreement and Plan of Merger entered into on November 10, 2019 among the Issuer, Foamix Pharmaceuticals Ltd and Giants Merger Subsidiary Ltd., a wholly-owned subsidiary of the Issuer, in order to mitigate potential negative tax consequences to both the Issuer and the Reporting Person under Section 280G and 4999 of the Internal Revenue Code.
- Includes the acquisition of 6,234 shares of the Issuer's common stock pursuant to the Menlo Therapeutics Inc. Employee Stock Purchase Plan ("ESPP") for the ESPP purchase periods of September 1, 2018 through February 28, 2019 and March 1, 2019 through August 31, 2019, which shares were acquired in order to mitigate potential negative tax consequences to both the Issuer and the Reporting Person under Section 280G and 4999 of the Internal Revenue Code. This transaction is exempt under Rule 16b-3(c).
- Non-Qualified Stock Option was exercised and the shares were acquired in order to mitigate potential negative tax consequences to both the Issuer and the Reporting Person under Section 280G and 4999 of the Internal Revenue Code.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Basta Steven L 200 CARDINAL WAY, 2ND FLOOR REDWOOD CITY, CA 94063	X		Chief Executive Officer	

Signatures

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.