

VYNE THERAPEUTICS INC.

Reported by
KRASNOW RONALD A.

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

SIC Code 2834 - Pharmaceutical Preparations

Industry Biotechnology & Medical Research

Sector Healthcare

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
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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 [*] Krasnow Ronald A. (Last) (First) (Middle) 200 CARDINAL WAY, 2ND FLOOR (Street) REDWOOD CITY, CA 94063 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol Menlo Therapeutics Inc. [MNLO]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) See Remarks			
			3. Date of Earliest Transaction (MM/DD/YYYY) 12/11/2019							
			4. If Amendment, Date Original Filed (MM/DD/YYYY)				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			

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

1. Title of Security (Instr. 3)	2. Trans. Date 12/11/2019	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			M		24090	A	(1)	24090	D	
Common stock		12/11/2019	F		8271	D	\$4.52	15819	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	(1)	12/11/2019		M		24090		(1)	(1)	Common Stock	24090	\$0.00	0	D

Explanation of Responses:

(1) On July 29, 2019, the Reporting Person was granted 24,090 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.

Remarks:

General Counsel and Chief Compliance Officer

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Krasnow Ronald A. 200 CARDINAL WAY, 2ND FLOOR REDWOOD CITY, CA 94063			See Remarks	

Signatures

/s/ Ronald Krasnow

12/13/2019

**Signature of Reporting Person

Date

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.