\Box

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

	ROVAL
OMB Number:	3235-0287
Estimated average bu	rden
hours per response.	0.5

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol Aclaris Therapeutics, Inc. [ACRS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<u>Flynn James E</u>				Director X 10% Owner				
(Last) (First) (Middle) 780 THIRD AVENUE, 37TH FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 06/21/2019	Officer (give title Other (specify below) below)				
(Street)	N137	10017	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person				
NEW YORK	NY	10017		X Form filed by More than One Reporting Person				
(City)	(State)	(Zip)						

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

1. Title of S	Security (Inst	r. 3)	2. Transac Date (Month/Da	y/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	ecution Date, Transaction Date, Note Transaction Date, Transaction Date, Note Transaction Date, Note Transaction		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) r.			5. Amount of Securities Beneficially Owned Following Reported		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	Transact (Instr. 3 a	tion(s)		(1150.4)
Common	Stock		06/21/2	2019		S		70,135	D	\$4.6154 ⁽¹) 1,09	6,824	Ι	Through Deerfield Special Situations Fund, L.P. ⁽²⁾⁽³⁾
Common	Stock		06/21/2	2019		s		269,402	D	\$4.6154 ⁽¹) 3,842	2,345	I	Through Deerfield Partners, L.P. ⁽²⁾⁽³⁾
Common Stock		06/24/2	2019		s		13,063	D	\$ 4.5225 ⁽⁴) 1,083	3,761	I	Through Deerfield Special Situations Fund, L.P. ⁽²⁾⁽³⁾	
Common	Stock		06/24/2	2019		s		50,177	D	\$4.5225 ⁽⁴) 3,792	2,168	I	Through Deerfield Partners, L.P. ⁽²⁾⁽³⁾
Common Stock		06/25/2	2019		S		10,634	D	\$4.5089 ⁽⁵) 1,073	3,127	I	Through Deerfield Special Situation Fund, L.P. ⁽²⁾⁽³⁾	
Common	Common Stock 06		06/25/2	2019	019			40,850	D	\$4.5089 ⁽⁵	3,751,318		I	Through Deerfield Partners, L.P. ⁽²⁾⁽³⁾
		Ta	ble II - Deriva (e.g., p	tive Souts, c	ecurities Acc alls, warrants	uired s, opti	, Dis ons.	posed of, convertib	or Ben le sec	eficially (urities)	Owned			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (I 8)	5. Number ction of	6. Da Expir (Mon	ate Exercisable and 7. Title and 8. ration Date Amount of Di tth/Day/Year) Securities Si		erivative d ecurity S nstr. 5) E F F F T	D. Number of lerivative Securities Beneficially Dwned Following Reported Fransaction(s Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownershij (Instr. 4)		

Amount or Number of Shares

Expiration Date

Title

Date Exercisable

Code V

(A) (D)

1. Name and Address of Reporting Person*

(Last) (First) (Middle) 780 THIRD AVENUE, 37TH FLOOR (Street) NEW YORK NY 10017 (City) (State) (Zip) 1. Name and Address of Reporting Person* (Middle) Deerfield Mgmt L.P. (Middle) (Last) (First) (Middle) 780 THIRD AVENUE 37TH FLOOR (Street) 780 THIRD AVENUE (Street) (Zip) 1. Name and Address of Reporting Person* DEERFIELD MANAGEMENT COMPANY, L.P. (SERIES C) (Middle) 1. Name and Address of Reporting Person* DEERFIELD MANAGEMENT COMPANY, L.P. (SERIES C) (Middle) (Last) (First) (Middle) 780 THIRD AVENUE, 37TH FLOOR (Street) NEW YORK NY 10017 (City) (State) (Zip) 1. Name and Address of Reporting Person* Deerfield Special Situations Fund, L.P. (Last) (First) (Middle) 780 3RD AVENUE 37TH FLOOR (Street) NEW YORK NY 10017 (City) (State) (Zip) <	<u>Flynn James E</u>		
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780 THIRD AVENUE 37TH FLOOR (Street) NEW YORK NY 10017	DEERFIELD PA	<u>ARTNERS, L.P.</u>	
37TH FLOOR (Street) NEW YORK NY 10017	(Last)	(First)	(Middle)
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NEW YORK NY 10017	37TH FLOOR		
NEW YORK NY 10017	(Street)		
(City) (State) (7in)		NY	10017
(City) (State) (7in)			
Explanation of Responses:	(City)	(State)	(Zip)

Explanation of Responses:

1. The price reported in Column 4 represents a weighted average price. The shares were sold in multiple transactions at prices ranging from \$4.50 to \$4.89, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1), (4) and (5) of this Form 4.

2. This Form 4 is being filed by the undersigned as well as the entities listed on the Joint Filer Information Statement attached as an exhibit hereto (the "Reporting Persons"). Deerfield Mgmt, L.P. is the general partner of Deerfield Partners, L.P. ("Deerfield Partners") and Deerfield Special Situations Fund, L.P. (collectively with Deerfield Partners, the "Funds"). Deerfield Management Company, L.P. is the investment manager of the Funds. James E. Flynn is the sole member of the general partner of each of Deerfield Mgmt, L.P. and Deerfield Management Company, L.P.

3. In accordance with Instruction 4(b)(iv) to Form 4, the entire amount of the Issuer's securities held by the Funds is reported herein. For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

4. The price reported in Column 4 represents a weighted average price. The shares were sold in multiple transactions at prices ranging from \$4.50 to \$4.67, inclusive.

5. The price reported in Column 4 represents a weighted average price. The shares were sold in multiple transactions at prices ranging from \$4.50 to \$4.58, inclusive.

Remarks:

Jonathan Isler, Attorney-in-Fact: Power of Attorney, which is hereby incorporated by reference to Exhibit 24 to a Form 3 with regard to Proteon Therapeutics, Inc. filed with the Securities and Exchange Commission on August 4, 2017 by Deerfield Special Situations Fund, L.P., Deerfield Partners, L.P., Deerfield International Master Fund, L.P., Deerfield Private Design Fund III, P., Deerfiel

Fund IV, L.P., Deerfield Mgmt, L.P., Deerfield Mgmt III, L.P., Deerfield Mgmt IV, L.P., Deerfield Management Company, L.P., and James E. Flynn. See footnote (1)

<u>/s/ Jonathan Isler, Attorney-in-</u> <u>Fact</u> 06/25/2019

** 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 Number.

Joint Filer Information

Names:	Deerfield Mgmt, L.P., Deerfield Management Company, L.P., Deerfield Partners, L.P. and Deerfield Special Situations Fund, L.P.
Address:	780 Third Avenue, 37 th Floor New York, NY 10017
Designated Filer:	James E. Flynn
Issuer and Ticker Symbol:	Aclaris Therapeutics, Inc. [ACRS]
Date of Earliest Transaction Required To be Reported:	June 21, 2019

The undersigned, Deerfield Mgmt, L.P., Deerfield Management Company, L.P., Deerfield Partners, L.P. and Deerfield Special Situations Fund, L.P. are jointly filing the attached Statement of Changes in Beneficial Ownership on Form 4 with James E. Flynn with respect to the beneficial ownership of securities of Aclaris Therapeutics, Inc.

Signatures:

DEERFIELD MGMT, L.P. By: J.E. Flynn Capital, LLC, General Partner

By: <u>/s/ Jonathan Isler</u> Jonathan Isler, Attorney-In-Fact

DEERFIELD MANAGEMENT COMPANY, L.P. By: Flynn Management LLC, General Partner

By: <u>/s/ Jonathan Isler</u> Jonathan Isler, Attorney-In-Fact DEERFIELD SPECIAL SITUATIONS FUND, L.P. By: Deerfield Mgmt, L.P., General Partner By: J.E. Flynn Capital, LLC, General Partner

By: <u>/s/ Jonathan Isler</u> Jonathan Isler, Attorney-In-Fact

DEERFIELD PARTNERS, L.P. By: Deerfield Mgmt, L.P., General Partner By: J.E. Flynn Capital, LLC, General Partner

By: <u>/s/ Jonathan Isler</u> Jonathan Isler, Attorney-In-Fact