

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* <u>Stuart Iain</u>			2. Issuer Name and Ticker or Trading Symbol <u>Foamix Pharmaceuticals Ltd. [FOMX]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ Chief Scientific Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/09/2020</u>			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		
C/O FOAMIX PHARMACEUTICALS LTD. 2 HOLTZMAN STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
REHOVOT	L3	7670402						
(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 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			
Ordinary Shares	03/09/2020		D		12,333	D	(1)(2)	91,303	D	
Ordinary Shares	03/09/2020		D		91,303	D	(3)	0	D	

Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Options	\$8.54	03/09/2020		D		40,000	(4)	11/15/2026	Ordinary Shares	40,000	(5)	0	D	
Options	\$5.39	03/09/2020		D		13,000	(6)	08/08/2027	Ordinary Shares	13,000	(5)	0	D	
Options	\$6.35	03/09/2020		D		30,000	(7)	02/27/2028	Ordinary Shares	30,000	(5)	0	D	
Options	\$3.77	03/09/2020		D		75,997	(8)	01/01/2029	Ordinary Shares	75,997	(5)	0	D	
Options	\$4.03	03/09/2020		D		96,365	(9)	02/24/2030	Ordinary Shares	96,365	(5)	0	D	

Explanation of Responses:

- On March 9, 2020 (the "Closing Date"), pursuant to the Agreement and Plan of Merger, dated as of November 10, 2019, as amended on December 4, 2019 (as amended, the "Merger Agreement"), by and among Menlo Therapeutics Inc., a Delaware corporation ("Menlo"), Foamix Pharmaceuticals Ltd., a company organized under the laws of Israel ("Foamix"), and Giants Merger Subsidiary Ltd., a direct, wholly owned subsidiary of Menlo ("Merger Sub"), Merger Sub merged with and into Foamix, with Foamix surviving as a wholly owned subsidiary of Menlo (the "Merger"). At the effective time of the Merger (the "Effective Time"), each ordinary share, par value NIS 0.16 per share, of Foamix ("Foamix Shares") issued and outstanding immediately prior to the Effective Time was deemed transferred under Israeli law to Menlo in exchange for the right to receive (i) 0.5924 shares (the "Exchange Ratio") of common stock of Menlo ("Menlo Common Stock") and (ii) one contingent stock right (continued in footnote 2)
- (a "CSR"; and collectively, the "CSRs") which are subject to the terms and conditions of the contingent stock rights agreement, dated as of March 9, 2020, by and between American Stock Transfer & Trust Company, LLC and Menlo (the "CSR Agreement"), as further described in that Current Report on Form 8-K filed by Menlo with the Securities and Exchange Commission on March 9, 2020 (collectively, the "Merger Consideration"). The closing price of a share of Menlo Common Stock on March 6, 2020, the last trading day before the Effective Time, was \$4.15. No fractional share of Menlo Common Stock was issued in the Merger, and Foamix shareholders received cash in lieu of fractional shares, as specified in the Merger Agreement.
- Represents Foamix restricted stock unit awards ("Foamix RSUs") that were outstanding immediately prior to the Effective Time, each of which by its terms represented a contingent right to receive one Foamix Share. Each Foamix RSU was assumed by Menlo and converted into a restricted stock unit award relating to Menlo Common Stock (an "Adjusted RSU Award") and has the same terms and conditions as applied to the Foamix RSU immediately prior to the Effective Time. The Adjusted RSU Award will settle in the number of shares of Menlo Common Stock equal to the product obtained by multiplying (i) the number of Foamix Shares subject to the Foamix RSU immediately prior to the Effective Time by (ii) the Exchange Ratio. If the CSRs become convertible, each person holding a Foamix RSU immediately prior to the Effective Time will get additional Adjusted RSU Awards based on the additional shares of Menlo Common Stock that each ordinary Foamix Share will get upon conversion of a CSR.
- The ordinary shares underlying this option vest over a period of four years (25% on November 11, 2017 and 6.25% every three months thereafter) ending December 31, 2020.
- At the Effective Time, each option to purchase a Foamix Share (a "Foamix Option") was converted into an option to purchase Menlo Common Stock (an "Adjusted Option") with the same terms and conditions as applied to the Foamix Option immediately prior to the Effective Time; however, the Adjusted Option covers a number of shares of Menlo Common Stock equal to the product of (i) the number of Foamix Shares subject to the Foamix Option immediately prior to the Effective Time and (ii) the Exchange Ratio, and has an exercise price per share equal to the quotient of (i) the exercise price per Foamix Share subject to such Foamix Option immediately prior to the Effective Time divided by (ii) the Exchange Ratio. If the CSRs become convertible, then the Menlo board of directors will make equitable adjustments to the exercise price per share of and the number of shares of Menlo Common Stock that are subject to Adjusted Options.
- The ordinary shares underlying this option vest over a period of four years (25% on August 8, 2018 and 6.25% every three months thereafter) ending September 30, 2021.
- The ordinary shares underlying this option vest over a period of four years (25% on February 27, 2019 and 6.25% every three months thereafter) ending March 31, 2022.
- The ordinary shares underlying this option vest over a period of four years (25% on March 31, 2020 and 6.25% every three months thereafter) ending March 31, 2023.
- The ordinary shares underlying this option vest over a period of four years (25% on March 31, 2021 and 6.25% every three months thereafter) ending March 31, 2024.

Remarks:

/s/ Mutya Harsch as attorney-in-fact for Iain Stuart 03/11/2020

** Signature of Reporting Person Date

* 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.