

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

|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person*<br><u>Wiley Matthew T.</u><br><br>(Last) (First) (Middle)<br><u>C/O FOAMIX PHARMACEUTICALS LTD.</u><br><u>2 HOLTZMAN STREET</u><br><br>(Street)<br><u>REHOVOT L3 7670402</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Foamix Pharmaceuticals Ltd. [ FOMX ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Commercial Officer</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/03/2018</u>                      |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |  |   |

**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                 | 12/03/2018 <sup>(1)</sup>            |  | A                              |   | 50,000 <sup>(2)</sup>   | A          | \$0.00 <sup>(3)</sup> | 50,000  | 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) |       |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  |                                |  | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Options <sup>(4)</sup>                     | \$4.06   | 12/03/2018 <sup>(1)</sup>            |  | A                              | 100,000  | (5)  | 12/03/2028      | Ordinary Shares   | 100,000                                    | \$0  | 100,000   | D  |       |

**Explanation of Responses:**

- The equity incentive grants were approved by the Issuer's board of directors on the recommendation of a committee of the board on November 14, 2018 with a grant date of December 3, 2018.
- The ordinary shares underlying this restricted share unit award vest over a period of four years from the end of the calendar quarter in which the grant was made (25% on December 31, 2019 and 6.25% every three months thereafter) ending December 31, 2022.
- This security represents restricted share units. Each restricted share unit represents a contingent right to receive one ordinary share of the issuer.
- Each option represents a contingent right to purchase one ordinary share of the issuer.
- The ordinary shares underlying these options vest over a period of four years from the end of the calendar quarter in which the grant was made (25% on December 31, 2019 and 6.25% every three months thereafter) ending December 31, 2022.

/s/ Ilan Hadar as attorney-in-fact for Matthew Wiley 12/04/2018

\*\* 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.