

BVP GP LLC
 Form 4
 February 20, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BVP GP LLC

2. Issuer Name and Ticker or Trading Symbol
NUPATHE INC. [PATH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2013

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

100 PRINCETON SOUTH CORPORATE CENTER, SUITE 150

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

EWING, NJ 08628

(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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.001 per share | 02/01/2013 | | C | | 900,000 | A | Ⓛ 2,333,429 |
| Common Stock, par value \$0.001 per share | 02/01/2013 | | C | | 100,000 | A | Ⓛ 2,433,429 |

Edgar Filing: BVP GP LLC - Form 4

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

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.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series A Preferred Stock | (1) | 02/01/2013 | | C | 900 | (1) | (1) | Common Stock | 900,000 |
| Series A Preferred Stock | (4) | 02/01/2013 | | C | 100 | (4) | (4) | Common Stock | 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BVP GP LLC 100 PRINCETON SOUTH CORPORATE CENTER SUITE 150 EWING, NJ 08628 | | X | | |
| BATTELLE VENTURES, L.P. 100 PRINCETON SOUTH CORPORATE CENTER SUITE 150 EWING, NJ 08628 | | X | | |
| IVP GP, LLC 100 PRINCETON SOUTH CORPORATE CENTER SUITE 150 EWING, NJ 08628 | | X | | |
| INNOVATION VALLEY PARTNERS, L.P. 100 PRINCETON SOUTH CORPORATE CENTER SUITE 150 | | X | | |

EWING, NJ 08628

Signatures

/s/ Tracy Warren, as member of BVP GP, LLC, the general partner of Battelle Ventures, L.P.,
and as member of IVP GP, LLC, the general partner of Innovation Valley Partners, L.P.

02/19/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Reflects the conversion of 900 shares of Series A Preferred Stock of the Issuer acquired by the holder on October 23, 2012, which were convertible at any time at the option of the holder. Each 1/1000 of a share of Series A Preferred Stock was convertible into such number of shares of Common Stock equal to (i) \$2.00 divided by the conversion price then in effect (which conversion price is initially equal to \$2.00), plus (ii) an amount equal to all accrued but unpaid dividends on such fractional share dividend by the closing price of Common Stock on the trading day immediately preceding the date of conversion, unless the Issuer elected to pay the dividend amount on each upon conversion. The Series A Preferred Stock had no expiration date.

(2) Reflects the securities of the Issuer owned directly by Battelle Ventures, L.P. ("BVL"), of which BVP GP, LLC ("BVPGP") is the general partner. For purposes of this Form 4, BVPGP disclaims ownership of the securities owned by BVL, except to the extent of its pecuniary interest therein.

(3) BVPGP and IVP GP, LLC ("IVPGP") are under common control; however, under the "rule of three", there are no other beneficial owners.

(4) Reflects the conversion of 100 shares of Series A Preferred Stock of the Issuer acquired by the holder on October 23, 2012, which were convertible at any time at the option of the holder. Each 1/1000 of a share of Series A Preferred Stock was convertible into such number of shares of Common Stock equal to (i) \$2.00 divided by the conversion price then in effect (which conversion price is initially equal to \$2.00), plus (ii) an amount equal to all accrued but unpaid dividends on such fractional share dividend by the closing price of Common Stock on the trading day immediately preceding the date of conversion, unless the Issuer elected to pay the dividend amount on each upon conversion. The Series A Preferred Stock had no expiration date.

(5) Reflects the securities of the Issuer owned directly by Innovation Valley Partners, L.P. ("IVP"), of which IVPGP is the general partner. For purposes of this Form 4, IVPGP disclaims ownership of the securities owned by IVP, except to the extent of its pecuniary interest therein.

Remarks:

Exhibit List: Exhibit 99 - Joint Filer Information Statement is attached as Exhibit 99.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.