

SUPERNUS PHARMACEUTICALS INC

Form 4

June 17, 2015

FORM 4

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

OMB APPROVAL

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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 *
NEA PARTNERS 11 LP

(Last) (First) (Middle)

1954 GREENSPRING DRIVE, SUITE 600

(Street)

TIMONIUM, MD 21093

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SUPERNUS PHARMACEUTICALS INC [SUPN]

3. Date of Earliest Transaction (Month/Day/Year)
06/15/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ 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. 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)
Common Stock	06/15/2015		J ⁽¹⁾	3,000,000 D	\$ 0 7,641,250	I	See Note 2 ⁽²⁾
Common Stock	06/15/2015		J ⁽³⁾	921,000 A	\$ 0 921,000	D ⁽⁴⁾	
Common Stock	06/15/2015		J ⁽⁵⁾	921,000 D	\$ 0 0	D ⁽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

SEC 1474 (9-02)

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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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEA PARTNERS 11 LP 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093		X		

Signatures

/s/ Sasha Keough,
attorney-in-fact

06/17/2015

__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) New Enterprise Associates 11, Limited Partnership ("NEA 11") made a pro rata distribution for no consideration of an aggregate of 3,000,000 shares of common stock of the Issuer to its general partner and its limited partners on June 15, 2015.
The shares are directly held by NEA 11 and indirectly held by NEA Partners 11, Limited Partnership ("NEA Partners 11"), the sole general partner of NEA 11, NEA 11 GP, LLC ("NEA 11 GP"), the sole general partner of NEA Partners 11, and the individual managers of NEA 11 GP (NEA Partners 11, NEA 11 GP and the individual managers of NEA 11 GP together, the "NEA 11 Indirect Reporting Persons"). The individual managers of NEA 11 GP are M. James Barrett, Peter J. Barris, Forest Baskett, Krishna "Kittu" Kolluri and Scott D. Sandell. The NEA 11 Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 11 shares in which the NEA 11 Indirect Reporting Persons have no pecuniary interest.
- (3) NEA Partners 11 received 921,000 shares of common stock of the Issuer in the distribution by NEA 11 on June 15, 2015.

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- The shares are directly held by NEA Partners 11 and indirectly held by NEA 11 GP, the sole general partner of NEA Partners 11, and the individual managers of NEA 11 GP (NEA 11 GP and the individual managers of NEA 11 GP together, the "NEA Partners 11 Indirect Reporting Persons").
- (4) The individual managers of NEA 11 GP are M. James Barrett, Peter J. Barris, Forest Baskett, Krishna "Kittu" Kolluri and Scott D. Sandell. The NEA Partners 11 Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA Partners 11 shares in which the NEA Partners 11 Indirect Reporting Persons have no pecuniary interest.
- (5) NEA Partners 11 made a pro rata distribution for no consideration of an aggregate of 921,000 shares of common stock of the Issuer to its limited partners on June 15, 2015.

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.