

ROCHE ROBERT P JR  
Form 4  
April 02, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
ROCHE ROBERT P JR

(Last) (First) (Middle)

C/O NUPATHE INC., 227  
WASHINGTON STREET, SUITE  
200

(Street)

CONSHOHOCKEN, PA 19428

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/31/2013

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|-----|-------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Code                                                                                | V                                                        | Amount                            | (D) | Price |

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

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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of Derivative | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-------------------------|-----------------------------------------|----------------------------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-------------------------|-----------------------------------------|----------------------------------------------|

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| Security (Instr. 3)         | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |   |     |     |                  |                 |              |                            |
|-----------------------------|------------------------------------------|----------------------|-----------------|-----------------------------------------------------------------|------------------|------------------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
|                             |                                          |                      |                 |                                                                 |                  | Code             | V | (A) | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
| Common Stock (Right to Buy) | \$ 3.45                                  | 03/31/2013           | A               | 4,099                                                           | 03/31/2013       | 03/31/2023       |   |     |     |                  |                 | Common Stock | 4,099                      |

### Reporting Owners

| Reporting Owner Name / Address                                                                       | Relationships |           |         |       |
|------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                      | Director      | 10% Owner | Officer | Other |
| ROCHE ROBERT P JR<br>C/O NUPATHE INC.,<br>227 WASHINGTON STREET, SUITE 200<br>CONSHOHOCKEN, PA 19428 |               |           | X       |       |

### Signatures

/s/ Michael F. Marino, Attorney-in-Fact for the Reporting Person 04/02/2013

\_\_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) This Stock Option was issued to the Reporting Person in lieu of \$11,875 of director fees earned by the Reporting Person during the quarter ended March 31, 2013 pursuant to the NuPathe Inc. Non-Employee Director Compensation Policy.

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