

NUPATHE INC.
Form 4
February 25, 2014

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

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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 *
Goldan Keith A.

(Last) (First) (Middle)

C/O NUPATHE INC., 7 GREAT VALLEY PARKWAY, SUITE 300

(Street)

MALVERN, PA 19355

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2014

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)
CFO and SVP

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/21/2014		U		18,875	D	6.8 <u>(1)</u>
Common Stock ⁽²⁾	02/21/2014		D		147,191	D	6.8 <u>(1)</u>

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 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. Amount or Number of Shares
Stock option (right to buy)	\$ 1.92	02/21/2014		D	99,704	⁽³⁾ 12/15/2018	Common Stock	99,704

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goldan Keith A. C/O NUPATHE INC., 7 GREAT VALLEY PARKWAY, SUITE 300 MALVERN, PA 19355			CFO and SVP	

Signatures

/s/ Michael F. Marino,
attorney-in-fact
Date: 02/25/2014

**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).
- Disposed upon the consummation of the merger (the "Merger") contemplated by the Agreement and Plan of Merger, dated January 17, 2014, among the issuer, Teva Pharmaceutical Industries Ltd. and Train Merger Sub, Inc.(the "Merger Agreement"), in exchange for \$3.65 per share, plus contractual rights to receive up to an additional \$3.15 in contingent cash consideration payments per share.
- (1) Includes all restricted stock units and all restricted stock awards that became fully vested upon the consummation of the Merger.
 - (2) Pursuant to the Merger Agreement, all options became fully vested upon the consummation of the Merger.
 - (3) Pursuant to the Merger Agreement, the option was converted into the right to receive, at the earliest date at which the sum of (1) the \$3.65 per share cash portion of the merger consideration and (2) the amount per share in cash previously paid or to be paid at such date in connection with the Contingent Cash Consideration Agreement entered into in connection with the Merger Agreement (such sum, the "Per Share Paid Value") exceeds the per-share exercise price under the option: (x) an amount in cash equal to the number of shares of common stock subject to the option multiplied by the excess of (i) the then applicable Per Share Paid Value over (ii) the per-share exercise price under the option; and (y) the right to receive, in respect of each share of common stock subject to the option, each contingent cash consideration payment that, as of such date, has not yet become payable.

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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