

NUPATHE INC.
Form 5
February 14, 2014

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
GLAXOSMITHKLINE PLC

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

980 GREAT WEST ROAD

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2013

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

6. Individual or Joint/Group Reporting

(check applicable line)

BRENTFORD
MIDDLESEX, X0 TW8 9GS

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Amount | Price | | |
| Common Stock | Â | Â | 3 ⁽¹⁾ | Â | Â | Â | By S.R. One, Limited ⁽⁵⁾ |
| Common Stock | 01/26/2013 | Â | C4 | 1,516,806 ⁽⁴⁾ | A \$ ⁽³⁾ | 2,668,017 | I By S.R. One, Limited ⁽⁵⁾ |

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

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(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) | |
|--|--|--------------------------------------|--|--------------------------------|---|-------|--|------------------|---|-----------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Warrant (right to buy) | \$ 2 | Â | Â | 3 ⁽¹⁾ | Â | Â | 04/23/2013 | 10/23/2017 | Common Stock | 1,500 |
| Warrant (right to buy) | \$ 7.45 | Â | Â | 3 ⁽¹⁾ | Â | Â | Â ⁽²⁾ | 08/20/2016 | Common Stock | 15,6 |
| Series A Preferred Stock | Â | Â | Â | 3 ⁽¹⁾ | Â | Â | Â ⁽³⁾ | Â ⁽³⁾ | Common Stock | Â |
| Series A Preferred Stock | Â | 01/26/2013 | Â | C4 | Â | 1,500 | Â ⁽³⁾ | Â ⁽³⁾ | Common Stock | 1,516, ⁽⁴⁾ |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GLAXOSMITHKLINE PLC
980 GREAT WEST ROAD
BRENTFORD MIDDLESEX, X0 TW8 9GS

Â Â X Â Â

Signatures

/s/ Simon Dingemans, Chief Financial Officer

02/14/2014

 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).

The reporting person became a 10% Owner as a result of its purchase on October 23, 2012 of 1,500 shares of Series A Preferred Stock convertible at the holder's option into 1,500,000 shares of Common Stock, par value \$0.001 per share ("Common Stock") of NuPathe Inc. (the "Issuer").

(1) The Warrants are exercisable at the holder's option.

Each 1/1,000 of a share of Series A Preferred Stock of the Issuer was convertible, at the holder's option, into such number of shares of Common Stock of the Issuer equal to (i) a \$2.00 divided by the conversion price then in effect (which conversion price was initially equal to \$2.00), plus (ii) an amount equal to all accrued but unpaid dividends on such fractional share divided 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 in cash upon conversion. The Series A Preferred Stock had no expiration date.

Reflects the conversion of 1,500 shares of Series A Preferred Stock of the Issuer into 1,500,000 shares of Common Stock of the Issuer and the issuance by the Issuer of 16,806 shares of Common Stock as accrued but unpaid dividends on such shares of Series A Preferred Stock of the Issuer.

(5) Shares are held by S.R. One Limited, an indirect, wholly-owned subsidiary of GlaxoSmithKline plc (Reporting Person).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.