

SUPERNUS PHARMACEUTICALS INC

Form 4

November 12, 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 \*  
**BASKETT FOREST**

(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)  
**11/11/2015**

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                    | 11/11/2015                           |  | J <sup>(1)</sup>               | 3,820,625 D   | \$ 0 3,820,625  | I  | See Note 2 <sup>(2)</sup>                             |
| Common Stock                    | 11/11/2015                           |  | J <sup>(3)</sup>               | 1,172,932 A   | \$ 0 1,172,932  | I  | See Note 4 <sup>(4)</sup>                             |
| Common Stock                    | 11/11/2015                           |  | J <sup>(5)</sup>               | 1,172,932 D   | \$ 0 0  | I  | See Note 4 <sup>(4)</sup>                             |
| Common Stock                    | 11/11/2015                           |  | J <sup>(6)</sup>               | 71,749 A  | \$ 0 71,749   | I  | See Note 7 <sup>(7)</sup>                             |
|                                 | 11/11/2015                           |  | J <sup>(8)</sup>               | 212,650 A   | \$ 0 212,650  | I  |   |



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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 1,172,932 shares of common stock of the Issuer in the distribution by NEA 11 on November 11, 2015.
- 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 1,172,932 shares of common stock of the Issuer to its limited partners on November 11, 2015.
- (6) The Baskett Family Trust u/a dtd 10/12/10 (the "Baskett Trust") received 71,749 shares of common stock of the Issuer in the distribution by NEA Partners 11 on November 11, 2015.
- The Reporting Person is the trustee of the Baskett Trust, which is the direct beneficial owner of the shares of common stock of the Issuer.
- (7) The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, or otherwise of such portion of the shares of common stock of the Issuer held by the Baskett Trust in which the Reporting Person has no pecuniary interest.
- (8) New Enterprise Associates, LLC ("NEA LLC") received 212,650 shares of common stock of the Issuer in the distribution by NEA Partners 11 on November 11, 2015.
- The Reporting Person is a member of the Board of Directors of NEA LLC, which is the direct beneficial owner of the shares. The
- (9) Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, or otherwise of such portion of the shares of common stock of the Issuer held by NEA LLC in which the Reporting Person has no pecuniary interest.

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.