

Khattar Jack A.
Form 4
December 26, 2017

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Khattar Jack A.

(Last) (First) (Middle)

C/O SUPERNUS
PHARMACEUTICALS, INC., 1550
EAST GUDE STREET

(Street)

ROCKVILLE, MD 20850

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/22/2017

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)
President, CEO

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	12/22/2017		G ⁽¹⁾	250 D \$ 0	450,154 ⁽²⁾	D	
Common Stock	12/22/2017		G ⁽³⁾	250 D \$ 0	449,904	D	
Common Stock	12/22/2017		G ⁽⁴⁾	250 D \$ 0	449,654	D	
Common Stock	12/22/2017		G ⁽⁴⁾	250 A \$ 0	2,500	I	By son

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Common
Stock

1,089,750 I

By the
KBT Trust

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				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

Khattar Jack A.
C/O SUPERNUS PHARMACEUTICALS, INC.
1550 EAST GUDE STREET
ROCKVILLE, MD 20850

X

President, CEO

Signatures

/s/ Jack A.
Khattar

12/26/2017

**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 transaction involved a gift of securities by the Reporting Person to his daughter, who does not share the Reporting Person's household. The Reporting Person disclaims beneficial ownership of the shares held by his daughter, and this report should not be deemed an admission that the Reporting Person is the beneficial owner of his daughter's shares for purposes of Section 16 or for any other purpose.

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- (2) Includes an aggregate of 495 shares acquired by the Reporting Person through the Issuer's Employee Stock Purchase Plan subsequent to the date of the Reporting Person's most recent filing on Form 4.

- (3) This transaction involved a gift of securities by the Reporting Person to another daughter, who does not share the Reporting Person's household. The Reporting Person disclaims beneficial ownership of the shares held by his daughter, and this report should not be deemed an admission that the Reporting Person is the beneficial owner of his daughter's shares for purposes of Section 16 or for any other purpose.

- (4) This transaction involved a gift of securities by the Reporting Person to his son. The Reporting Person disclaims beneficial ownership of the shares held by his son, who shares the Reporting Person's household, and this report should not be deemed an admission that the Reporting Person is the beneficial owner of his son's shares for purposes of Section 16 or for any other purpose.

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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