

Vaughn Victor
Form 4
April 20, 2018

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 *
Vaughn Victor

(Last) (First) (Middle)

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

(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)
04/18/2018

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)
Sr. VP of Sales & Marketing

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)
			Code	V Amount (A) or (D) Price			
Common Stock	04/18/2018		M ⁽¹⁾	6,250 A \$ 12.98	15,594	D	
Common Stock	04/18/2018		M ⁽¹⁾	3,750 A \$ 25.3	19,344	D	
Common Stock	04/18/2018		S ⁽¹⁾	10,000 D \$ 47.0617	9,344	D	
Common Stock	04/19/2018		M ⁽¹⁾	7,850 A \$ 25.3	17,194	D	

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Stock

Common Stock	04/19/2018	<u>S</u> ⁽¹⁾	7,850	D	\$ 49.0261 <u>(3)</u>	9,344	D
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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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 12.98	04/18/2018		<u>M</u> ⁽¹⁾	6,250	<u>(4)</u> 03/01/2026	Common Stock	6,250
Employee Stock Option (Right to Buy)	\$ 25.3	04/18/2018		<u>M</u> ⁽¹⁾	3,750	<u>(5)</u> 02/24/2027	Common Stock	3,750
Employee Stock Option (Right to Buy)	\$ 25.3	04/19/2018		<u>M</u> ⁽¹⁾	7,850	<u>(5)</u> 02/24/2027	Common Stock	7,850

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Vaughn Victor
C/O SUPERNUS PHARMACEUTICALS, INC.
1550 EAST GUDE DRIVE
ROCKVILLE, MD 20850

Sr. VP of Sales & Marketing

Signatures

/s/ Gregory S. Patrick, as
attorney-in-fact

04/20/2018

__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) Transaction made pursuant to a Rule 10b5-1 trading plan adopted March 6, 2018.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.00 to \$47.25, inclusive. The reporting person undertakes to provide to Supernus Pharmaceuticals, Inc. ("Supernus"), any security holder of Supernus, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2) to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.00 to \$49.15, inclusive. The reporting person undertakes to provide to Supernus Pharmaceuticals, Inc. ("Supernus"), any security holder of Supernus, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3) to this Form 4.

(3) The option became exercisable in four equal installments beginning on March 1, 2017, which was the first anniversary of the date on which the option was granted.

(4) The option became exercisable in four equal installments beginning on February 24, 2018, which was the first anniversary of the date on which the option was granted.

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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