

PATRICK GREGORY S
 Form 4
 January 12, 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 *
 PATRICK GREGORY S

(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)
 01/11/2018

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)
 VP, Chief Financial Officer

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	01/11/2018		M ⁽¹⁾	25,000 A \$ 5.88	55,975 ⁽²⁾	D	
Common Stock	01/11/2018		M ⁽¹⁾	20,000 A \$ 7.9	75,975	D	
Common Stock	01/11/2018		M ⁽¹⁾	30,000 A \$ 9.24	105,975	D	
Common Stock	01/11/2018		S ⁽¹⁾	50,000 D \$ 43.5629	55,975	D	

(3)

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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					Acquired (A)	or Disposed of (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	\$ 5.88	01/11/2018		M ⁽¹⁾		25,000		⁽⁴⁾	12/30/2021	Common Stock	25,000
Employee Stock Option (Right to Buy)	\$ 7.9	01/11/2018		M ⁽¹⁾		20,000		⁽⁵⁾	02/05/2023	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 9.24	01/11/2018		M ⁽¹⁾		30,000		⁽⁶⁾	01/21/2024	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PATRICK GREGORY S C/O SUPERNUS PHARMACEUTICALS, INC. 1550 EAST GUDE DRIVE ROCKVILLE, MD 20850			VP, Chief Financial Officer	

Signatures

/s/ Gregory S.
Patrick

01/12/2018

__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 December 12, 2017.
 - (2) Includes an aggregate of 259 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.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.2500 to \$43.8500, 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 December 30, 2012, 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 5, 2014, which was the first anniversary of the date on which the option was granted.
 - (5) The option became exercisable in four equal installments beginning on January 21, 2015, which was the first anniversary of the date on which the option was granted.
 - (6) The option became exercisable in four equal installments beginning on January 21, 2015, 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. 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.