

NUPATHE INC.
Form 4
August 13, 2010

FORM 4

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

OMB APPROVAL

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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 *
BV3 LLC

(Last) (First) (Middle)
2835 EAST CARSON STREET, SUITE 208
(Street)

PITTSBURGH, PA 15203

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/11/2010

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) ___X___ Other (specify below)
Member of 10% owner group

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 | 08/11/2010 | | C | | 206,004 (1) | A | (1) | 206,004 | I | By Birchmere Ventures III TSIB LP (2) |
| Common Stock | 08/11/2010 | | C | | 157,309 (3) | A | (3) | 363,313 | I | By Birchmere Ventures III TSIB LP (2) |
| Common Stock | 08/11/2010 | | C | | 64,529 (5) | A | \$ 8 (5) | 427,842 | I | By Birchmere Ventures III TSIB LP (2) |

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| | | | | | | | |
|-----------------|------------|---|--------|---|---------------|---|---|
| Common Stock | 08/11/2010 | P | 27,066 | A | \$ 10 454,908 | I | By Birchmere Ventures III TSIB LP <u>(2)</u> |
|-----------------|------------|---|--------|---|---------------|---|---|

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 Underlying S (Instr. 3 and | |
|---|--|---|---|--------------------------------------|---|--|---|---|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title |
| Series A Convertible Preferred Stock | <u>(1)</u> | 08/11/2010 | | C | 1,290,323 <u>(1)</u> | <u>(1)</u> | <u>(1)</u> | Common Stock |
| Series B Convertible Preferred Stock | <u>(3)</u> | 08/11/2010 | | C | 1,096,775 <u>(3)</u> | <u>(3)</u> | <u>(3)</u> | Common Stock |
| Warrant to Purchase Series B Convertible Preferred Stock | \$ 0.93 | 08/11/2010 | | C | 19,549 <u>(4)</u> | 08/20/2009 | 08/20/2016 | Series B Convertible Preferred Stock |
| Warrant to Purchase Common Stock | \$ 7.45 | 08/11/2010 | | C | 2,439 <u>(4)</u> | 08/20/2009 | 08/20/2016 | Common Stock |
| Convertible Promissory Note | \$ 8 | 08/11/2010 | | C | \$ 516,239 <u>(5)</u> | <u>(5)</u> | <u>(5)</u> | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|---------------------------|
| | Director | 10% Owner | Officer | Other |
| BV3 LLC 2835 EAST CARSON STREET SUITE 208 PITTSBURGH, PA 15203 | | | | Member of 10% owner group |
| BV3 Management LP 2835 EAST CARSON STREET SUITE 208 PITTSBURGH, PA 15203 | | | | Member of 10% owner group |
| Birchmere Ventures III TSIB LP 2835 EAST CARSON STREET SUITE 208 PITTSBURGH, PA 15203 | | | | Member of 10% owner group |

Signatures

/s/ Gary G. Glausser, Managing Member 08/13/2010

__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) In connection with the Issuer's initial public offering (the "IPO"), the Series A Convertible Preferred Stock, including all accrued and unpaid dividends as of the date of conversion, converted into Issuer Common Stock on a 1-for-8.0149 basis and had no expiration date.
These securities are owned directly by Birchmere Ventures III TSIB LP. BV3 LLC is the general partner of BV3 Management LP, which is the general partner of Birchmere Ventures III TSIB LP. BV3 LLC and BV3 Management LP disclaim beneficial ownership in these securities to the extent it exceeds their pecuniary interest therein.
 - (2) In connection with the Issuer's IPO, the Series B Convertible Preferred Stock, including all accrued and unpaid dividends as of the date of conversion, converted into Issuer Common Stock on a 1-for-8.0149 basis and had no expiration date.
 - (3) In connection with the Issuer's IPO, the Warrant to Purchase 19,549 shares of Series B Convertible Preferred Stock at \$0.93 per share converted into a Warrant to Purchase 2,439 shares of the Issuer's Common Stock at \$7.45 per share, as a result of the 1-for-8.0149 reverse stock split.
 - (4) In connection with the Issuer's IPO, the Convertible Promissory Note, including \$13,596.61 in accrued and unpaid interest as of the date of conversion, converted into 64,529 shares of the Issuer's Common Stock at \$8 per share.

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.