

Adamas Pharmaceuticals Inc
Form SC 13G
February 14, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

Adamas Pharmaceuticals, Inc.
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

00548A106
(CUSIP Number)

December 31, 2016
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☒ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 00548A106

SCHEDULE 13G

Page 2 of 9 Pages

NAME OF REPORTING PERSONS

1

Brenner West Capital Advisors, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☒ x(b) ☐ o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware, United States

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

SHARED VOTING POWER

1,221,463

SOLE DISPOSITIVE POWER

7

WITH

0

SHARED DISPOSITIVE POWER

8

1,221,463

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,221,463

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.6%

12

TYPE OF REPORTING PERSON

IA, PN



CUSIP No. 00548A106

SCHEDULE 13G

Page 3 of 9 Pages

NAME OF REPORTING PERSONS

1

Craig Nerenberg

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☒ x(b) ☐ o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

SHARED VOTING POWER

1,221,463

SOLE DISPOSITIVE POWER

7

WITH

0

SHARED DISPOSITIVE POWER\

8

1,221,463

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,221,463

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.6%

12

TYPE OF REPORTING PERSON

IN, HC



CUSIP No. 00548A106

SCHEDULE 13G

Page 4 of 9 Pages

NAME OF REPORTING PERSONS

1

Josh Kaufman

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☒ x

(b) ☐ o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

5

SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

SHARED VOTING POWER

1,221,463

7

SOLE DISPOSITIVE POWER

0

WITH

8

SHARED DISPOSITIVE POWER

1,221,463

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,221,463

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.6%

12

TYPE OF REPORTING PERSON

IN, HC

CUSIP No. 00548A106

SCHEDULE 13G

Page 5 of 9 Pages

Item 1. (a) Name of Issuer

Adamas Pharmaceuticals, Inc.

(b) Address of Issuer's Principal Executive Offices

1900 Powell Street, Suite 750

Emeryville, CA 94608

Item 2.

(a) Name of Person Filing

This statement is filed by:

(i) Brenner West Capital Advisors, LP ("Brenner West"), a Delaware limited partnership that serves as investment manager to certain funds and accounts (collectively, the "Funds"), with respect to the shares of Common Stock directly owned by the Funds;

(ii) Craig Nerenberg ("Mr. Nerenberg"), a Managing Member of Brenner West who, together with Mr. Kaufman, is primarily responsible for managing the investments of the Funds, with respect to the shares of Common Stock directly owned by the Funds; and

(iii) Josh Kaufman ("Mr. Kaufman"), a Managing Member of Brenner West who, together with Mr. Nerenberg, is primarily responsible for managing the investments of the Funds, with respect to the shares of Common Stock directly owned by the Funds.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

(b) Address of Principal Business Office, or, if none, Residence

The address of the principal business office of Brenner West Capital Advisors, LP, Mr. Nerenberg and Mr. Kaufman is 500 Fifth Avenue, 41st Floor, New York, New York 10110.

(c) Citizenship

Please refer to Item 4 on each cover sheet for each Reporting Person.

(d) Title of Class of Securities

Common Stock, par value \$0.001 per share (the "Common Stock")

(e) CUSIP No.:

00548A106

CUSIP No. 00548A106

SCHEDULE 13G

Page 6 of 9 Pages

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☒ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) ☒ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);

CUSIP No. 00548A106

SCHEDULE 13G

Page 7 of 9 Pages

Item 4. Ownership

Please see Items 5 - 9 and 11 on each cover sheet for each Reporting Person. Brenner West and Messrs. Nerenberg and Kaufman disclaim beneficial ownership of the Common Stock.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof each of the Reporting Persons has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 00548A106

SCHEDULE 13G

Page 8 of 9 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2017

**Brenner
West
Capital
Advisors,
LP**

By: /s/
Michael
Weiss
Name:
Michael
Weiss
Title: Chief
Compliance
Officer

**Craig
Nerenberg**

/s/ Craig
Nerenberg

**Josh
Kaufman**

/s/ Josh
Kaufman

CUSIP No. 00548A106

SCHEDULE 13G

Page 9 of 9 Pages

JOINT FILING AGREEMENT

PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated: February 14, 2017

**Brenner
West
Capital
Advisors,
LP**

By: /s/

Michael

Weiss

Name:

Michael

Weiss

Title: Chief

Compliance

Officer

**Craig
Nerenberg**

/s/ Craig

Nerenberg

**Josh
Kaufman**

/s/ Josh
Kaufman