

NUPATHE INC.  
Form 4  
February 25, 2014

**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  
Number: 3235-0287  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McLaughlin Gerald W.

(Last) (First) (Middle)

C/O NUPATHE INC., 7 GREAT  
VALLEY PARKWAY, SUITE 300

(Street)

MALVERN, PA 19355

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

NUPATHE INC. [PATH]

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

02/21/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

SVP, Chief Commercial Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 02/21/2014                              |                                                             | U                                       | 11,771                                                                  | D                                                                                                                  | 6.8 0                                                                | D                                       |
|                                       |                                         |                                                             |                                         |                                                                         | (A)<br>or<br>(D)                                                                                                   | Price<br>\$<br>(1)                                                   |                                         |
| Common<br>Stock <sup>(2)</sup>        | 02/21/2014                              |                                                             | D                                       | 144,880                                                                 | D                                                                                                                  | 6.8 0                                                                | D                                       |
|                                       |                                         |                                                             |                                         |                                                                         | (A)<br>or<br>(D)                                                                                                   | Price<br>\$<br>(1)                                                   |                                         |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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**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. Date of Acquisition or Disposition (Instr. 3, 4, and 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|------------------------------------------------------------|
| Stock option (right to buy)                | \$ 1.44                                                | 02/21/2014                           |                                                    | D                              | 22,707                                                                                  | (3) 09/20/2017                                           | Common Stock                                                  | 22,707                                                     |
| Stock option (right to buy)                | \$ 1.92                                                | 02/21/2014                           |                                                    | D                              | 57,054                                                                                  | (3) 09/11/2018                                           | Common Stock                                                  | 57,054                                                     |
| Stock option (right to buy)                | \$ 1.92                                                | 02/21/2014                           |                                                    | D                              | 5,988                                                                                   | (3) 01/29/2019                                           | Common Stock                                                  | 5,988                                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                      | Relationships |           |                               |       |
|-----------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                                                     | Director      | 10% Owner | Officer                       | Other |
| McLaughlin Gerald W.<br>C/O NUPATHE INC.,<br>7 GREAT VALLEY PARKWAY, SUITE 300<br>MALVERN, PA 19355 |               |           | SVP, Chief Commercial Officer |       |

## Signatures

/s/ Michael F. Marino,  
attorney-in-fact

02/25/2014

\_\_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).

- Disposed upon the consummation of the merger (the "Merger") contemplated by the Agreement and Plan of Merger, dated January 17, 2014, among the issuer, Teva Pharmaceutical Industries Ltd. and Train Merger Sub, Inc.(the "Merger Agreement"), in exchange for \$3.65 per share, plus contractual rights to receive up to an additional \$3.15 in contingent cash consideration payments per share.

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- (2) Includes all restricted stock units and all restricted stock awards that became fully vested upon the consummation of the Merger.
- (3) Pursuant to the Merger Agreement, all options became fully vested upon the consummation of the Merger.

Pursuant to the Merger Agreement, the option was converted into the right to receive, at the earliest date at which the sum of (1) the \$3.65 per share cash portion of the merger consideration and (2) the amount per share in cash previously paid or to be paid at such date in connection with the Contingent Cash Consideration Agreement entered into in connection with the Merger Agreement (such sum, the

- (4) "Per Share Paid Value") exceeds the per-share exercise price under the option: (x) an amount in cash equal to the number of shares of common stock subject to the option multiplied by the excess of (i) the then applicable Per Share Paid Value over (ii) the per-share exercise price under the option; and (y) the right to receive, in respect of each share of common stock subject to the option, each contingent cash consideration payment that, as of such date, has not yet become payable.

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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