

Adamas Pharmaceuticals Inc
 Form 4
 April 14, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
 Ericson William W.

2. Issuer Name and Ticker or Trading Symbol
 Adamas Pharmaceuticals Inc
 [ADMS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 04/10/2015

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

C/O MOHR DAVIDOW
 VENTURES, 3000 SAND HILL
 ROAD, #3-290

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

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 Ownership (Instr. 4)
Common Stock	04/10/2015		S ⁽¹⁾	37,078 D	\$ 18.557 <u>(2)</u>	462,527 I	MDV IX, L.P., as nominee for MDV IX, L.P., and MDV ENF ⁽³⁾
Common Stock					3,772,686	I	MDV VII LP, nom for MDV

Common Stock	265,150	I	VII LP, MDV VII Leaders' Fund LP, MDV ENF VII (A) LP, and MDV ENF VII (B) LP ⁽⁴⁾
Common Stock	6,043	I	MDV ENF VII (A), L.P. ⁽⁴⁾
Common Stock	3,146	I	MDV ENF VII (B), L.P. ⁽⁴⁾
Common Stock	25,661	I	MDV VII Leaders' Fund, L.P. ⁽⁴⁾

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 required to respond unless the form displays a currently valid OMB control number.

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ericson William W. C/O MOHR DAVIDOW VENTURES 3000 SAND HILL ROAD, #3-290 MENLO PARK, CA 94025	X	X		

Signatures

/s/ William W.
Ericson
04/14/2015

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by MDV IX on December 15, 2014. Price reflected is the weighted-average sale price for shares sold. The range of the sale prices for the transaction was \$18.00 and \$18.0900
- (2) per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (3) William Ericson is a Managing Member of Ninth MDV Partners, L.L.C., the general partner of MDV IX, L.P., as nominee for MDV IX, L.P., and MDV ENF IX, L.P. William Ericson may be deemed to share voting and dispositive power over the shares held by MDV IX, L.P., as nominee for MDV IX, L.P., and MDV ENF IX, L.P.
- (4) Seventh MDV Partners, L.L.C. is the general partner of MDV VII, L.P., as nominee for MDV VII, L.P., MDV VII Leaders' Fund, L.P., MDV ENF VII(A), L.P, and MDV ENF(B), L.P. and has sole voting and investment power over the shares. William Ericson, a general partner with Mohr Davidow Ventures, may be deemed to indirectly beneficially own the shares affiliated with Mohr Davidow Ventures.

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.