Adamas Pharmaceuticals Inc
Form 4
March 08, 2016

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
DAWSON WILLIAM J

(Last) (First) (Middle)

C/O ADAMAS PHARMACEUTICALS, INC., 1900 POWELL ST., SUITE 750

(Street)

EMERYVILLE, CA 94608

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2016

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 below) _____ Other (specify below)
Chief Financial 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 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	03/04/2016		A		7,500 (1)	A	$ 13.66	7,500	D	

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

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SEC 1474 (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 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	$ 13.66	03/04/2016		A		45,000		(2)	03/03/2026	Common Stock	45,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAWSON WILLIAM J C/O ADAMAS PHARMACEUTICALS, INC. 1900 POWELL ST., SUITE 750 EMERYVILLE, CA 94608			Chief Financial Officer	

Signatures

/s/Grace Shin, as Attorney-in-Fact	03/07/2016
**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 shares of Common Stock are to be acquired upon the vesting of certain Restricted Stock Units granted to the Reporting Person. The Restricted Stock Units shall vest as follows: 25% of the total number of Restricted Stock Units will vest annually on the applicable Vesting Date (as defined below) that is the same calendar quarter as each anniversary of the Reporting Person's date of grant, until the Restricted Stock Units are fully vested, subject to Reporting Person's Continuous Service (as defined in the Issuer's 2014 Equity Incentive Plan) as of each such date. The applicable Vesting Date shall be the 20th of the last month of each calendar quarter in the following year(s) in which the original date of grant occurs. Accordingly, 25% shall vest on March 20, 2017, and each year thereafter.

(2) The Option shares shall vest as follows: 1/48th of the option shares shall vest on the 1st of each month beginning with April 1, 2016, subject to Reporting Person's Continuous Service (as defined in the Issuer's 2014 Equity Incentive Plan) as of each such date. This option does not permit early exercise.

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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