

Bhatt Padmanabh P.
Form 4
May 14, 2018

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 *
Bhatt Padmanabh P.

2. Issuer Name and Ticker or Trading Symbol
SUPERNUS
PHARMACEUTICALS INC
[SUPN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Sr. VP of IP, CSO

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/10/2018

C/O SUPERNUS
PHARMACEUTICALS, INC., 1550
EAST GUDE DRIVE

(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

ROCKVILLE, MD 20850

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/10/2018		M ⁽¹⁾		20,000	A	\$ 7.9
							32,500
Common Stock	05/10/2018		S ⁽¹⁾		20,000	D	\$ 49.8772
							12,500
Common Stock	05/11/2018		M ⁽¹⁾		20,000	A	\$ 7.9
							32,500
Common Stock	05/11/2018		S ⁽¹⁾		20,000	D	\$
							12,500

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Stock						52.0279 (3)		
Common Stock	05/11/2018		M(1)	11,250	A	\$ 9.24	23,750	D
Common Stock	05/11/2018		S(1)	16,250	D	\$ 55.2334 (4)	7,500	D
Common Stock	05/11/2018		M(1)	10,882	A	\$ 9.24	18,382	D
Common Stock	05/11/2018		S(1)	10,882	D	\$ 57.9	7,500	D

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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.9	05/10/2018		M(1)	20,000	(5)	02/05/2023	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 7.9	05/11/2018		M(1)	20,000	(5)	02/05/2023	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 9.24	05/11/2018		M(1)	11,250	(6)	01/21/2024	Common Stock	11,250

Employee Stock Option (Right to Buy)	\$ 9.24	05/11/2018	M ⁽¹⁾	10,882	<u>(6)</u>	01/21/2024	Common Stock	10,882
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bhatt Padmanabh P. C/O SUPERNUS PHARMACEUTICALS, INC. 1550 EAST GUDE DRIVE ROCKVILLE, MD 20850			Sr. VP of IP, CSO	

Signatures

/s/ Gregory S. Patrick, as
attorney-in-fact

05/14/2018

**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) Transaction made pursuant to a Rule 10b5-1 trading plan adopted December 14, 2017.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.8500 to \$49.9500, inclusive. The reporting person undertakes to provide to Supernus Pharmaceuticals, Inc. ("Supernus"), any security holder of Supernus, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2) to this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.8500 to \$52.2750, inclusive. The reporting person undertakes to provide to Supernus Pharmaceuticals, Inc. ("Supernus"), any security holder of Supernus, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3) to this Form 4.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.8500 to \$55.5000, inclusive. The reporting person undertakes to provide to Supernus Pharmaceuticals, Inc. ("Supernus"), any security holder of Supernus, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (4) to this Form 4.

(5) The option became exercisable in four equal installments beginning on February 5, 2014, which was the first anniversary of the date on which the option was granted.

(6) The option became exercisable in four equal installments beginning on January 21, 2015, which was the first anniversary of the date on which the option was granted.

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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