

SUPERNUS PHARMACEUTICALS INC
 Form 4
 May 08, 2012

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 *
 ORBIMED ADVISORS LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

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

601 LEXINGTON AVENUE, 54TH FLOOR

05/04/2012

(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

NEW YORK, NY 10022

(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)
Common Stock	05/04/2012		C	1,668,472 A	1,668,472	I	See Footnotes (2) (3) (6)
Common Stock	05/04/2012		C	624,710 A	624,710	I	See Footnotes (2) (4) (6)
Common Stock	05/04/2012		C	206,816 A	206,816	I	See Footnotes (2) (5) (6)

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Common Stock	05/04/2012	P	734,128	A	\$ 5	2,402,600	I	See Footnotes (2) (3) (6)
Common Stock	05/04/2012	P	274,873	A	\$ 5	899,583	I	See Footnotes (2) (4) (6)
Common Stock	05/04/2012	P	90,999	A	\$ 5	297,815	I	See Footnotes (2) (5) (6)

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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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Series A Convertible Preferred Stock	(1)	05/04/2012		C	6,673,891	12/22/2005	(1)	Common Stock	1,668
Series A Convertible Preferred Stock	(1)	05/04/2012		C	2,498,842	12/22/2005	(1)	Common Stock	624
Series A Convertible Preferred Stock	(1)	05/04/2012		C	827,627	12/22/2005	(1)	Common Stock	206

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORBIMED ADVISORS LLC 601 LEXINGTON AVENUE	X	X		

