

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 *
 Abingworth Management LTD

(Last) (First) (Middle)

PRINCES HOUSE, 38 JERMYN STREET

(Street)

LONDON, X0 SW1Y 6DN

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/04/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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, \$0.001 par value per share	05/04/2012		C		2,500,000	A	<u>(1)</u> 2,500,000
Common Stock, \$0.001 par value per share	05/04/2012		P		<u>(2)</u> 1,100,000	A	\$ 5 3,600,000

See Notes (2) (3)

See Notes (2) (3)

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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 Security (Instr. 3 and 4)
Series A Convertible Preferred Stock	(1)	05/04/2012		C	10,000,000	02/14/2006 (1)	Common Stock 2,500,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Abingworth Management LTD PRINCES HOUSE 38 JERMYN STREET LONDON, X0 SW1Y 6DN		X		

Signatures

/s/ John Heard, Authorized Signatory
05/08/2012

**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 10,000,000 shares of Series A Convertible Preferred Stock, par value \$0.001 per share ("Preferred Stock"), of Supernus Pharmaceuticals, Inc. (the "Issuer"), converted automatically into 2,500,000 shares of common stock, par value \$0.001 per share ("Common Stock"), of the Issuer, without the payment to the Issuer of any consideration, upon the closing of the Issuer's initial public offering on May 4, 2012. The shares of Preferred Stock did not have an expiration date.

(2) Abingworth Management LTD (the "Reporting Person") is the investment manager to a number of investment funds that include Abingworth Bioventures IV LP ("ABV IV") and Abingworth Bioventures IV Executives LP ("ABV IV Execs," and together with ABV IV, the "Abingworth Funds"). On May 4, 2012, ABV IV purchased 1,090,650 shares of Common Stock and ABV IV Execs purchased 9,350 shares of Common Stock.

(3)

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Following the transactions reported herein, ABV IV holds 3,569,400 shares of Common Stock and ABV IV Execs holds 30,600 shares of Common Stock. The Reporting Person may be deemed to beneficially own the securities reported herein indirectly through the Abingworth Funds. The Reporting Person's interest in the securities reported herein is limited to the extent of its pecuniary interest, if any, in the Abingworth Funds. This report shall not be deemed an admission that the Reporting Person, either Abingworth Fund or any other person is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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.