FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*  BARRETT M JAMES						<u>S</u>	2. Issuer Name and Ticker or Trading Symbol SUPERNUS PHARMACEUTICALS INC [ SUPN ]									(Check all a		olicable) ctor	g Person(s) to		)wner
(Last) (First) (Middle) 1954 GREENSPRING DRIVE							Date 5/17/2			Γrans	saction	n (Mo	nth/Day/Year			Officer (give title below)			Other below)	(specify	
SUITE 600					4.	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street) TIMONI	U <b>M</b> N	ИD	D 21093														Form Form Pers	son oorting			
(City)	?)	State)	(2	Zip)																	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																					
1. Title of Security (Instr. 3)				2. Transaction Date (Month/Day/Ye	ar)   I	2A. Deeme Execution if any (Month/Da		Date,	C	Transaction Code (Instr.		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4			and 5) Sec Ber Ow		Amount of curities neficially med	6. Ownership Form: Direct (D) or Indirect (I)		7. Nature of Indirect Beneficial Ownership	
										Co	Code V		Amount	(A) or (D)	Price		Following Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		(Instr. 4)
Common	Stock																7,	641,250		I	See Note 1 <sup>(1)</sup>
Common	Stock																3	32,524	1	)	
Common	Stock																]	16,262		[	See Note 2 <sup>(2)</sup>
Common	Stock																	9,406		I	See Note 3 <sup>(3)</sup>
Common	Stock																	6,856		[	See Note 4 <sup>(4)</sup>
Common	Stock				06/17/2015	5					S		63,085	D	\$16.6	728(6)	4	18,796		[	See Note 5 <sup>(5)</sup>
Common	Stock				06/17/201:	5					S		48,796	D	\$16.0	218(7)		0		[	See Note 5 <sup>(5)</sup>
			Та	ble	II - Derivat (e.g., pı								posed of, convertib				wned				
1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security  Security  3. Transaction Date Execution Date (Month/Day/Year)  3A. Deemed Execution Date, if any (Month/Day/Year)					sactio	on tr.	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration (Month/Da s			7. Title and Amount of Securities Underlying Derivative Security (Instr 3 and 4)		Sec (Ins	rice vative urity tr. 5)	derivative ative Securities rity Beneficially		nership m: ect (D) ndirect nstr.	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Cod	e	v	(A) (	D)		cisabl	e Date	Title	Shares	:							

## Explanation of Responses:

- 1. The shares are directly held by New Enterprise Associates 11, Limited Partnership ("NEA 11") and indirectly held by NEA Partners 11, Limited Partnership ("NEA Partners 11"), the sole general partner of NEA 11, NEA 11 GP, LLC ("NEA 11 GP"), the sole general partner of NEA Partners 11, and the individual managers of NEA 11 GP (NEA Partners 11, NEA 11 GP and the individual managers of NEA 11 GP together, the "NEA 11 Indirect Reporting Persons"). The individual managers of NEA 11 GP are M. James Barrett, Peter J. Barris, Forest Baskett, Krishna "Kittu" Kolluri and Scott D. Sandell. The NEA 11 Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 11 shares in which the NEA 11 Indirect Reporting Persons have no pecuniary interest.
- 2. The shares are directly held by the Barrett 2006 Family Trust. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, or otherwise of such portion of the shares of common stock of the Issuer held by the Barrett 2006 Family Trust in which the Reporting Person has no pecuniary interest.
- 3. The Reporting Person is the trustee of the Radhika Barrett Trust (the "Radhika Barrett Trust"), which is the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, or otherwise of such portion of the shares of common stock of the Issuer held by the Radhika Barrett Trust in which the Reporting Person has no pecuniary interest.

- 4. The shares are directly held by the April P. Barrett Grandchildren's Trust (the "Grandchildren's Trust"). The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, or otherwise of such portion of the shares of common stock of the Issuer held by the "Grandchildren's Trust in which the Reporting Person has no pecuniary interest.
- 5. The Reporting Person is a member of the Board of Directors of New Enterprise Associates, LLC ("NEA LLC"), which is the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, or otherwise of such portion of the shares of common stock of the Issuer held by NEA LLC in which the Reporting Person has no pecuniary interest.
- 6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.11 to \$17.08, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, 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 (6) to this Form 4.
- 7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.93 to \$16.095, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, 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 (7) to this Form 4.

/s/ Sasha Keough, attorney-infact 06/19/2015

\*\* Signature of Reporting Person Date

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.