
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **June 17, 2015**

Supernus Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
Incorporation)

001-35518

(Commission File Number)

20-2590184

(IRS Employer Identification No.)

1550 East Gude Drive, Rockville MD

(Address of principal executive offices)

20850

(Zip Code)

Registrant's telephone number, including area code: **(301) 838-2500**

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

On June 17, 2015, Supemus Pharmaceuticals, Inc. (“Supemus” or the “Company”) issued a press release announcing that it had received notice that, effective following the close of trading on June 15, 2015, New Enterprise Associates (“NEA”) distributed an aggregate of 3,921,000 shares of Supemus Pharmaceuticals common stock (“common stock”) to its partners. A copy of this press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

On June 17, 2015, Supemus issued a press release announcing that the correct number of shares of common stock distributed to NEA’s partners was 3,000,000. A copy of this press release is furnished as Exhibit 99.2 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following documents are furnished as Exhibits pursuant to Item 8.01 hereof:

Exhibit 99.1 — Press Release Dated June 17, 2015 announcing receipt of NEA’s share distribution notice.

Exhibit 99.2 — Press Release Dated June 17, 2015 announcing the corrected number of shares of common stock distributed by NEA.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SUPERNUS PHARMACEUTICALS, INC.

DATED: June 19, 2015

By: /s/ Gregory S. Patrick
Gregory S. Patrick
Vice-President and Chief Financial Officer

EXHIBIT INDEX

Number	Description	
99.1	Press Release Dated June 17, 2015.	Attached
99.2	Press Release Dated June 17, 2015.	Attached



Supernus Announces Distribution of Common Stock by NEA

ROCKVILLE, Md., June 17, 2015 — Supernus Pharmaceuticals, Inc. (NASDAQ: SUPN), a specialty pharmaceutical company focused on developing and commercializing products for the treatment of central nervous system diseases, today announced that it has received notice that, effective following the close of trading on June 15, 2015, New Enterprise Associates (NEA) distributed an aggregate of 3,921,000 shares of Supernus Pharmaceuticals common stock to its partners. "It is not uncommon for a venture capital fund to distribute a portion of its position to its limited partners after holding that position for over nine years," stated Jack Khattar, president and chief executive officer of Supernus. "The NEA funds continue to hold approximately 63% of their original holdings, or 6,729,000 shares, and remain the largest stockholder of Supernus."

About Supernus Pharmaceuticals, Inc.

Supernus Pharmaceuticals, Inc. is a specialty pharmaceutical company focused on developing and commercializing products for the treatment of central nervous system diseases. The Company has two marketed products for epilepsy, Oxtellar XR[®] (extended-release oxcarbazepine) and Trokendi XR[®] (extended-release topiramate). The Company is also developing several product candidates to address large market opportunities in psychiatry, including SPN-810 for the treatment of impulsive aggression in patients with ADHD in conjunction with standard ADHD treatment and SPN-812 for ADHD.

CONTACT:

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Supernus Corrects Earlier Statement Regarding Distribution of Common Stock by NEA

ROCKVILLE, Md., June 17, 2015 — Supernus Pharmaceuticals, Inc. (NASDAQ: SUPN), a specialty pharmaceutical company focused on developing and commercializing products for the treatment of central nervous system diseases, issues the following correction regarding the number of common shares distributed by New Enterprise Associates (NEA). Effective following the close of trading on June 15, 2015, NEA distributed an aggregate of 3,000,000 shares of Supernus Pharmaceuticals common stock to its partners, not 3,921,000 shares as stated earlier. The NEA funds continue to hold approximately 71% of their original holdings, or 7,647,113 shares, and remain the largest stockholder of Supernus.

About Supernus Pharmaceuticals, Inc.

Supernus Pharmaceuticals, Inc. is a specialty pharmaceutical company focused on developing and commercializing products for the treatment of central nervous system diseases. The Company has two marketed products for epilepsy, Oxtellar XR[®] (extended-release oxcarbazepine) and Trokendi XR[®] (extended-release topiramate). The Company is also developing several product candidates to address large market opportunities in psychiatry, including SPN-810 for the treatment of impulsive aggression in patients with ADHD in conjunction with standard ADHD treatment and SPN-812 for ADHD.

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