

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* <u>NEW ENTERPRISE ASSOCIATES 11 LP</u> (Last) (First) (Middle) <u>1954 GREENSPRING DRIVE, SUITE 600</u> (Street) <u>TIMONIUM MD 21093</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SUPERNUS PHARMACEUTICALS INC [SUPN]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>05/04/2012</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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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	05/04/2012		C		6,241,250	A	(1)	6,241,250	D ⁽²⁾	
Common Stock	05/04/2012		P		4,400,000	A	\$5	10,641,250	D ⁽²⁾	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Stock	(1)	05/04/2012		C				24,965,000	02/14/2006	(1)	Common Stock	6,241,250	\$0	0	D ⁽²⁾

1. Name and Address of Reporting Person*
NEW ENTERPRISE ASSOCIATES 11 LP

(Last) (First) (Middle)

1954 GREENSPRING DRIVE, SUITE 600

(Street)

TIMONIUM MD 21093

(City) (State) (Zip)

1. Name and Address of Reporting Person*

NEA PARTNERS 11 LP

(Last) (First) (Middle)

1954 GREENSPRING DRIVE
SUITE 600

(Street)

TIMONIUM MD 21093

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[NEA 11 GP, LLC](#)

(Last) (First) (Middle)
[1954 GREENSPRING DRIVE, SUITE 600](#)

(Street)
[TIMONIUM MD 21093](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[BARRIS PETER J](#)

(Last) (First) (Middle)
[1954 GREENSPRING DRIVE
SUITE 600](#)

(Street)
[TIMONIUM MD 21093](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[BASKETT FOREST](#)

(Last) (First) (Middle)
[1954 GREENSPRING DRIVE
SUITE 600](#)

(Street)
[TIMONIUM MD 21093](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[DRANT RYAN D](#)

(Last) (First) (Middle)
[1954 GREENSPRING DRIVE
SUITE 600](#)

(Street)
[TIMONIUM MD 21093](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[KOLLURI KRISHNA KITTU](#)

(Last) (First) (Middle)
[1954 GREENSPRING DRIVE
SUITE 600](#)

(Street)
[TIMONIUM MD 21093](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<u>KRAMLICH C RICHARD</u>		
(Last)	(First)	(Middle)
1954 GREENSPRING DRIVE SUITE 600		
(Street)		
TIMONIUM	MD	21093
(City) (State) (Zip)		

1. Name and Address of Reporting Person*		
<u>PERRY MARK W</u>		
(Last)	(First)	(Middle)
1954 GREENSPRING DRIVE SUITE 600		
(Street)		
TIMONIUM	MD	21093
(City) (State) (Zip)		

1. Name and Address of Reporting Person*		
<u>SANDELL SCOTT D</u>		
(Last)	(First)	(Middle)
1954 GREENSPRING DRIVE SUITE 600		
(Street)		
TIMONIUM	MD	21093
(City) (State) (Zip)		

Explanation of Responses:

- Each share of Series A Preferred Stock automatically converted into 0.25 shares of Common Stock (together the shares of Series A Preferred Stock and the shares of Common Stock, the "Shares") without payment of consideration upon the closing of the Issuer's initial public offering. The shares of Series A Preferred Stock do not have an expiration date.
- 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, Ryan D. Drant, Krishna "Kittu" Kolluri, C. Richard Kramlich, Charles W. Newhall III, Mark W. Perry 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.

/s/ Louis Citron, attorney-in-
fact 05/08/2012

** 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.