

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

# FORM 12b-25

## NOTIFICATION OF LATE FILING

SEC File Number: 001-35518  
CUSIP Number: 868459 10 8

(Check one):  Form 10-K  Form 20-F  Form 11-K  Form 10-Q  Form 10-D  Form N-SAR  Form N-CSR

For Period Ended: **June 30, 2020** \_\_\_\_\_

- Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q  
 Transition Report on Form N-SAR  
  
 For the Transition Period Ended: \_\_\_\_\_

*Read Instructions (on back page) Before Preparing Form. Please Print or Type.  
Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.*

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

### PART I — REGISTRANT INFORMATION

#### **Supernus Pharmaceuticals, Inc.**

Full Name of Registrant

\_\_\_\_\_  
Former Name if Applicable

**9715 Key West Avenue**  
**Rockville, MD 20850**  
(Address of principal executive offices)

## PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

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- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
  - (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
  - (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

## PART III — NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Supernus Pharmaceuticals, Inc. (the "Company") is unable to file its Quarterly Report on Form 10-Q for the quarter ended June 30, 2020 (the "Form 10-Q") within the prescribed time period without unreasonable effort or expense for the reasons set forth below. The Company does expect that the Quarterly Report will be filed on or before the fifth calendar day following the prescribed due date.

As previously disclosed, on June 9, 2020, the Company completed its previously announced acquisition of all of the outstanding equity of USWM Enterprises, LLC ("Enterprises"), comprising the entire issued share capital of Enterprises (the "Transaction"). Due to the timing of the completion of the Transaction, the complexity of accounting for a business combination, the size of the transaction relative to its existing operations and additional effort expended related to subsequent consolidation activities, the Company requires additional time to prepare the financial statements and the accompanying notes disclosed in the Quarterly Report.

## PART IV — OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

Gregory S. Patrick

(Name)

(301)

(Area Code)

838-2500

(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes  No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

The Quarterly Report will reflect the acquisition of Enterprises by the Company, as the accounting acquirer, as of June 9, 2020. The impact of combining Enterprises' business with the Company's will not significantly impact the Company's net earnings for the period ended June 30, 2020, due to the short period of time between closing the Transaction and the fiscal quarter-end. Preliminary second quarter 2020 revenue consisted of net product sales of \$124.0 million and royalty revenue of \$2.7 million. Preliminary second quarter 2020 net product sales increased 21% compared to the same period in 2019 due to higher net product sales of Trokendi XR and Oxtellar XR and the addition of \$10.6 million of net product sales resulting from the acquisition of Enterprises, representing the CNS portfolio of US WorldMeds pursuant to the Transaction. The second quarter revenue results included herein are preliminary and are therefore subject to change.

**Supernus Pharmaceuticals, Inc.**  
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 11, 2020

By: /s/ Gregory S. Patrick

Gregory S. Patrick

Senior Vice President and Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**