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): **October 14, 2015**

Supernus Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware	
(State or other jurisdiction of Incorporation)	
001-35518	**20-2590184**
(Commission File Number)	(IRS Employer Identification No.)
1550 East Gude Drive, Rockville MD	**20850**
(Address of principal executive offices)	(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))

Item 1.01 Entry into a Material Definitive Agreement.

On October 14, 2015 (the "Effective Date"), Supernus Pharmaceuticals, Inc. (the "Company") entered into a Settlement Agreement (the "Settlement Agreement") with Par Pharmaceutical Companies, Inc. and Par Pharmaceutical, Inc. (collectively, "Par") to settle ongoing patent litigation regarding Par's filing of an Abbreviated New Drug Application ("ANDA") seeking approval to market a generic version of the Company's Trokendi XR® (extended-release topiramate) capsules, which contained a paragraph IV certification seeking approval to engage in the manufacture, use and sale of the Par product prior to the expiration of United States Patent Nos. 8,298,576 (the "'576 Patent"), 8,298,580 (the "'580 Patent"), 8,663,683 (the "'683 Patent"), 8,877,248 (the "'248 Patent"), 8,889,191 (the "'191 Patent"), and 8,992,989 (the "'989 Patent," and together with the '576 Patent, the '580 Patent, the '683 Patent, the '248 Patent, and the '191 Patent, the "Litigated Patents"). Under the terms of the Agreement, Par admits that the Litigated Patents, and all the claims contained therein, were infringed by the filing of the Par ANDA and, absent a license from the Company, would be infringed by the manufacture, use, sale, offer for sale, or importation of the Par product in the United States. Par also admits that the Litigated Patents, and all the claims contained therein, are valid and enforceable. Finally, Par agrees that except as is otherwise expressly provided for in the license agreement by and between the Company and Par (the "License Agreement"), it will not manufacture, use, sell, offer for sale, or import, directly or indirectly, the Par product or assist a third party to manufacture, use, sell, offer for sale, or import, directly or indirectly, a generic equivalent product that is sold by such third party for use in the United States.

On October 14, 2015, the Company and Par entered into a License Agreement concerning the Litigated Patents. Under the terms of the License Agreement, the Company granted to Par a non-exclusive license to manufacture, import and market a generic version of Trokendi in the United States beginning on April 1, 2025, or earlier under certain circumstances, and Par will make royalty payments to the Company based on a percentage of net sales of the generic version. The License Agreement will continue with respect to the '580 Patent, the '683 Patent, the '248 Patent, and the '191 Patent until November 16, 2027, and with respect to the '576 Patent until March 18, 2029, unless, in each case, earlier terminated. The Company will retain the right itself or through an affiliate to market a product that is not labeled with the Trokendi XR® trademark containing the topiramate compound.

On October 16, 2015, the United States District Court for the District of New Jersey entered a Judgment and Order of Permanent Injunction resolving this patent litigation on the terms described above.

Item 2.02 Results of Operations and Financial Condition.

On October 20, 2015, Supernus Pharmaceuticals, Inc. issued a press release announcing that it expects to report financial results for the third quarter ended September 30, 2015 after 5:00 PM ET on November 3, 2015, and will hold a conference call and webcast on November 4, 2015 to review the third quarter 2015 financial results. A copy of this press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 8.01 Other Events.

On October 15, 2015, the Company issued a press release announcing a settlement with Par of ongoing patent litigation regarding Par's filing of an ANDA seeking approval to market a generic version of the Company's Trokendi XR® (extended-release topiramate) capsules. 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) Exhibit

The following document is furnished as an Exhibit pursuant to Item 8.01 hereof:

Exhibit 99.1 — Press Release Dated October 20, 2015.

Exhibit 99.2 — Press Release Dated October 15, 2015.

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: October 20, 2015

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

EXHIBIT INDEX

Item 9.01 Financial Statements and Exhibits.

(d) Exhibit

The following document is filed as an Exhibit pursuant to Item 4.01 hereof:

Exhibit 99.1 — Press Release Dated October 20, 2015.

Exhibit 99.2 — Press Release Dated October 15, 2015.

Exhibit 99.1

Supernus to Host Third Quarter 2015 Earnings Conference Call

Rockville, MD, October 20, 2015 - Supernus Pharmaceuticals, Inc. (NASDAQ: SUPN), a specialty pharmaceutical company focused on developing and commercializing products for the treatment of central nervous system (CNS) diseases, today announced that the Company expects to report the financial results for the third quarter of 2015 after 5:00 PM ET on Tuesday, November 3, 2015.

Jack Khattar, President and Chief Executive Officer and Greg Patrick, Chief Financial Officer, will host a conference call to present the third quarter 2015 results on Wednesday, November 4, 2015 at 9:00 AM ET. Following the presentation, the call will be open for questions.

A live webcast will be available at www.supernus.com. Following the live call, a replay will be available on the Company's website under the 'Investors' section. The webcast will be available on the Company's website for 60 days following the live call.

Please refer to the information below for conference call dial-in information. Callers should dial in approximately 10 minutes prior to the start of the call.

Conference dial-in:	(877) 288-1043
International dial-in:	(970) 315-0267
Conference ID:	64872787
Conference Call Name:	Supernus Pharmaceuticals 3Q 2015 Earnings Conference Call

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.

CONTACTS:
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Exhibit 99.2

Supernus Announces Settlement with Par on Trokendi XR® Patent Litigation

ROCKVILLE, Md., Oct. 15, 2015 — Supernus Pharmaceuticals, Inc. (Nasdaq:SUPN) announced that it has entered into a settlement agreement with Par Pharmaceutical Companies, Inc. and Par Pharmaceutical, Inc. (collectively "Par") involving the ongoing patent litigation regarding Par's filing of an Abbreviated New Drug Application (ANDA) seeking approval to market a generic version of Supernus' Trokendi XR® (extended-release topiramate) capsules. The settlement permits Par to begin selling a generic version of Trokendi XR® on April 1, 2025, or earlier under certain circumstances. The agreement is subject to entry of a consent judgment by the U.S. District Court for the District of New Jersey. In the consent judgment, Par acknowledges that the Orange Book-listed patents for Trokendi XR® owned by Supernus, namely United States Patent Nos. 8,298,576, 8,298,580, 8,663,683, 8,877,248, 8,889,191, and 8,992,989, are valid and enforceable with respect to Par's ANDA product, and would be infringed by Par's ANDA product. The agreement will be submitted to the applicable governmental agencies.

The patent litigation continues against Actavis and Zydus, the other two ANDA filers. Patent protection for Trokendi XR® expires no earlier than 2027 and Supernus intends to continue its vigorous enforcement of its patent rights.

Supernus is represented by attorneys from Frommer Lawrence and Haug LLP and its corporate counsel, Saul Ewing LLP.

About Supernus Pharmaceuticals, Inc.

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Forward Looking Statements

This press release contains forward-looking statements regarding the Company's ability to defend and enforce its intellectual property rights covering Trokendi XR®. Actual results may differ materially from those in these forward-looking statements as a result of various factors, including, but not limited to, the ability of Supernus to finance potential litigation and to prevail in any such proceeding to successfully defend its intellectual property rights. For a further description of these and other risks facing the Company, please see the risk factors described in the Company's Annual Report Form 10-K that was filed with the United States Securities and Exchange Commission on March 12, 2015 under the caption "Risk Factors". Forward-looking statements speak only as of the date of this press release, and the Company undertakes no obligation to update or revise these statements, except as may be required by law.

Contact:
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Gregory S. Patrick, Vice President and CFO
Supernus Pharmaceuticals, Inc.
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Or

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