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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2012

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number: 0-50440

SUPERNUS PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

Delaware	**20-2590184**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1550 East Gude Drive, Rockville, MD	**20850**
(Address of principal executive offices)	(Zip Code)

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

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

The number of outstanding shares of the registrant's common stock, par value $0.001 per share, as of the close of business on October 31, 2012 was 24,530,358.

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PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

Supernus Pharmaceuticals, Inc.
Consolidated Balance Sheet
(in thousands, except share amounts)

	December 31, 2011	September 30, 2012 (unaudited)
Assets		
Current assets:		
Cash and cash equivalents	$ 48,544	$ 23,412
Marketable securities	—	37,256
Marketable securities - restricted	245	275
Accounts Receivable	128	500
Inventory	—	26
Prepaid expenses and other	338	1,276
Deferred financing costs, current	144	144
Total current assets	49,399	62,889
Property and equipment, net	1,310	1,384
Purchased patents, net	912	740
Long Term Investments	—	1,804
Other assets	55	55
Deferred financing costs, long-term	2,054	142
Total assets	$ 53,730	$ 67,014
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable and accrued expenses	$ 10,078	$ 10,485
Accrued compensation	1,547	1,801
Deferred revenue	232	576
Interest payable	138	238
Secured notes payable, net	6,775	11,490
Total current liabilities	18,770	24,590
Deferred revenue, net of current portion	465	381
Secured notes payable, net of current portion and discount	22,711	14,116
Other non-current liabilities	1,399	1,558
Supplemental executive retirement plan	245	275
Warrant liability	697	1,463
Total liabilities	44,287	42,383
Stockholders' equity:		
Series A convertible preferred stock, $0.001 par value - 49,625,000 shares and 65,000,000 shares authorized at December 31, 2011 and September 30, 2012, respectively; 49,000,000 shares issued and outstanding at December 31, 2011 and zero shares issued and outstanding as of September 30, 2012, respectively; aggregate liquidation preference of $69,520 and zero at December 31, 2011 and September 30, 2012, respectively	49	—
Common stock, $0.001 par value - 62,625,000 shares and 130,000,000 shares authorized at December 31, 2011 and September 30, 2012, respectively; 1,662,321 and 24,466,049 shares issued and outstanding at December 31, 2011 and September 30, 2012, respectively	2	24
Additional paid-in capital	49,362	97,378
Accumulated other comprehensive income	1	(29)
Accumulated deficit	(39,971)	(72,742)
Total stockholders' equity	9,443	24,631
Total liabilities and stockholders' equity	$ 53,730	$ 67,014

See accompanying notes.

Supernus Pharmaceuticals, Inc.
Consolidated Statements of Operations
(in thousands, except share and per share data)

	Three months ended September 30,		Nine months ended September 30,	
	2011	2012	2011	2012
	(unaudited)		(unaudited)	
Revenues	$ 11	$ 91	$ 761	$ 391
Costs and Expenses				
Research and development	8,425	8,306	23,126	18,367
Selling, general and administrative	1,501	4,075	5,143	11,450
Total costs and expenses	9,926	12,381	28,269	29,817
Operating loss from continuing operations	(9,915)	(12,290)	(27,508)	(29,426)
Other income (expense):				
Interest income	3	39	29	91
Interest expense	(499)	(880)	(1,357)	(2,771)
Other income (expense)	260	(351)	30	(665)
Total other income (expense)	(236)	(1,192)	(1,298)	(3,345)
Loss from continuing operations	(10,151)	(13,482)	(28,806)	(32,771)
Discontinued operations:				
Income from discontinued operations	417	—	646	—
Net loss	$ (9,734)	$ (13,482)	$ (28,160)	$ (32,771)
Cumulative dividends on Series A convertible preferred stock	$ (858)	$ —	$ (2,573)	$ (1,143)
Net loss attributable to common stockholders	$ (10,592)	$ (13,482)	$ (30,733)	$ (33,914)
Loss per common share:				
Basic and Diluted				
Continuing operations	$ (6.90)	$ (0.55)	$ (19.68)	$ (2.36)
Discontinued operations	0.26	—	0.40	—
Net loss	(6.64)	(0.55)	(19.28)	(2.36)
Weighted-average number of common shares:				
Basic and Diluted	1,595,821	24,464,281	1,594,288	14,356,546

See accompanying notes.

Supernus Pharmaceuticals, Inc.
Consolidated Statements of Comprehensive Loss
(in thousands)

	Three months ended September 30,		Nine months ended September 30,	
	2011	2012	2011	2012
	(unaudited)		(unaudited)	
Comprehensive loss:				
Net Loss	$ (9,734)	$ (13,482)	$ (28,160)	$ (32,771)
Unrealized (losses) gains on marketable securities	(1)	(35)	2	(29)
Total comprehensive loss	$ (9,735)	$ (13,517)	$ (28,158)	$ (32,800)

See accompanying notes.

Supernus Pharmaceuticals, Inc.
Consolidated Statements of Cash Flows
(in thousands)

	Nine Months Ended September 30,	
	2011	2012
	(unaudited)	
Cash flows from operating activities		
Net loss	$ (28,160)	$ (32,771)
Income from discontinued operations	(646)	—
Loss from continuing operations	(28,806)	(32,771)
Adjustments to reconcile loss from continuing operations to net cash used in operating activities:		
Gain on sale of property and equipment	(25)	—
Change in fair value of warrant liability	(10)	766
Unrealized loss (gain) on marketable securities	1	(29)
Depreciation and amortization	651	650
Amortization of deferred financing costs	159	248
Stock-based compensation expense	(44)	235
Changes in operating assets and liabilities:		
Accounts Receivable	(516)	(372)
Inventory	—	(26)
Prepaid expenses and other assets	(137)	(938)
Accounts payable and accrued expenses	(2,471)	660
Interest payable	138	101
Deferred revenue	439	259
Other non-current liabilities	553	158
Net cash used in operating activities from continuing operations	(30,068)	(31,059)
Net cash provided by operating activities from discontinued operations	2,141	—
Net cash used in operating activities	(27,927)	(31,059)
Cash flows from investing activities		
Purchases of marketable securities	(17,890)	(56,476)
Sales and maturities of marketable securities	26,855	17,416
Purchases of property and equipment, net	(494)	(553)
Net cash provided by (used in) investing activities from continuing operations	8,471	(39,613)
Net cash provided by investing activities from discontinued operations	—	—
Net cash provided by (used in) investing activities	8,471	(39,613)
Cash flows from financing activities		
Proceeds from issuance of common stock, net of underwriters discounts	1	52,447
Proceeds from issuance of (payments on) secured notes payable	15,000	(4,019)
Financing costs	(705)	(2,888)
Net cash provided by financing activities from continuing operations	14,296	45,540
Net cash used in financing activities from discontinued operations	(2,096)	—
Net cash provided by financing activities	12,200	45,540
Net change in cash and cash equivalents	(7,256)	(25,132)
Cash and cash equivalents at beginning of period	23,740	48,544
Cash and cash equivalents at end of period	$ 16,484	$ 23,412
Supplemental cash flow information:		
Cash paid for interest-Continuing operations	$ 990	$ 2,257
Cash paid for interest-Discontinued operations	$ 9,044	$ —
Noncash conversion of preferred stock to common stock	$ —	$ 49

See accompanying notes.

Supernus Pharmaceuticals, Inc.
Notes to Consolidated Financial Statements
For the Three and Nine Months Ended September 30, 2011 and 2012
(unaudited)

1. Organization and Business

Supernus Pharmaceuticals, Inc. (the Company) is a specialty pharmaceutical company focused on developing and commercializing products for the treatment of central nervous system diseases, including neurological and psychiatric disorders. The Company has two proprietary products and several proprietary product candidates in clinical development that address large market opportunities in epilepsy and attention deficit hyperactivity disorder. Trokendi XR™ (formerly known as SPN-538) received tentative approval from the Food and Drug Administration (the FDA) on June 25, 2012, and Oxtellar XR™ was approved by the FDA on October 19, 2012 (See footnote 8).

2. Management's Plans as to Continuing as a Going Concern

The accompanying financial statements have been prepared on a going-concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. Since inception, the Company has incurred, and continues to incur, significant losses from operations.

The Company's current operating assumptions, which reflect management's best estimate of future revenue and operating expenses, indicate that current cash on hand, including the proceeds received from the sale of common stock in May 2012, should be sufficient to fund operations as currently planned into the second quarter of 2013. As a result, the Company envisions that it will need to raise additional capital prior to this time so as to be able to continue its business operations as currently conducted and fund deficits in operating cash flows.

Although the Company intends to raise additional capital, there can be no assurance that any financing will be available to the Company at any given time or available on favorable terms. The type, timing and terms of financing selected by the Company will be dependent upon the Company's cash needs, the availability of financing sources and the prevailing conditions in the financial markets.

3. Summary of Significant Accounting Policies

Basis of Presentation

The Company's consolidated financial statements include the accounts of Supernus Pharmaceuticals, Inc. and Supernus Europe Ltd., and include the accounts of its wholly-owned subsidiary, TCD Royalty Sub, LLC (TCD) through December 14, 2011, the date that the Company sold all of its equity interests in TCD. The assets, liabilities, and results of operations related to TCD are presented as discontinued operations for all periods in the accompanying consolidated financial statements. These companies are collectively referred to herein as "Supernus" or "the Company." All intercompany transactions and balances have been eliminated in consolidation.

The Company's consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States (U.S. GAAP) for interim financial information. In the opinion of management, the consolidated financial statements reflect all adjustments necessary to fairly present the Company's financial position, results of operations and cash flows for the periods presented. These adjustments are of a normal recurring nature.

Certain notes and other information have been omitted from the interim consolidated financial statements presented in this Quarterly Report on Form 10-Q. Therefore, these financial statements should be read in conjunction with the Company's financial statements for the year ended December 31, 2011 filed as part of the Company's Registration Statement on Form S-1/A (File No. 333-171375) (the Registration Statement).

The results of operations for the three and nine months ended September 30, 2012 are not necessarily indicative of the Company's future financial results.

Use of Estimates

The preparation of the financial statements in accordance with U.S. GAAP requires the Company to make estimates and judgments in certain circumstances that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. In preparing these consolidated financial statements, management has made its best estimates and judgments of certain amounts included in the financial statements, giving due consideration to materiality. On an ongoing basis, the Company evaluates its estimates, including those related to revenue recognition, fair value of assets and common stock, income taxes, preclinical study and clinical trial accruals and other contingencies. Management bases its estimates on historical experience or on various other assumptions, including information received from its service providers, which it believes to be reasonable under the circumstances. Actual results could differ from these estimates.

Cash and Cash Equivalents

The Company considers all investments in highly liquid financial instruments with an original maturity of three months or less to be cash equivalents.

Marketable Securities

Marketable securities consist of investments in U.S. Treasuries, various U.S. governmental agency debt securities, corporate bonds and other fixed income securities. Management classifies the Company's investments, both short-term and long-term, as available-for-sale. Long-term investments are those which have maturity dates greater than twelve months after the balance sheet date. Such securities are carried at estimated fair value, with any unrealized holding gains or losses reported, net of any tax effects reported, as accumulated other comprehensive income, which is a separate component of stockholders' equity. Realized gains and losses, and declines in value judged to be other-than-temporary, if any, are included in consolidated results of operations. A decline in the market value of any available-for-sale security below cost that is deemed to be other-than-temporary results in a reduction in fair value, which is charged to earnings in that period, and a new cost basis for the security is established. Dividend and interest income is recognized as interest income when earned. The cost of securities sold is calculated using the specific identification method. The Company places all investments with highly rated financial institutions.

Marketable Securities—Restricted

The Company has established the Supernus Supplemental Executive Retirement Plan (SERP) for the sole purpose of receiving funds for two executives from a previous SERP and providing a continuing deferral program under the Supernus SERP. As of December 31, 2011 and September 30, 2012, the estimated fair value of the mutual fund investment securities within the SERP of approximately $245,000 and $275,000 respectively, has been recorded as restricted marketable securities. A corresponding noncurrent liability is also included in the consolidated balance sheets to reflect the Company's obligation for the SERP. The Company has not made, and has no plans to make, contributions to the SERP. The securities can only be used for purposes of paying benefits under the SERP.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash, cash equivalents and marketable securities. The counterparties are various corporations and financial institutions of high credit standing.

Substantially all of the Company's cash and cash equivalents are maintained with well known, U.S. and Non U.S. financial institutions and corporations. Deposits held with banks may exceed the amount of insurance provided on such deposits. Generally, these deposits may be redeemed upon demand and, therefore, management believes they bear minimal risk. The Company has not experienced any other than temporary losses on its deposits of cash, cash equivalents, short-term investments and restricted investments.

Fair Value of Financial Instruments

The carrying amounts of financial instruments, including cash and cash equivalents, accounts receivable, and accounts payable and accrued expenses, approximate fair value due to their short-term maturities.

The fair value of an asset or liability should represent the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. Such transactions to sell an asset or transfer a liability are assumed to occur in the principal or most advantageous market for the asset or liability. Accordingly, fair value is determined based on a

hypothetical transaction at the measurement date, considered from the perspective of a market participant rather than from a reporting entity's perspective.

The Company reports assets and liabilities that are measured at fair value using a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. This hierarchy maximizes the use of observable inputs and minimizes the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

- Level 1—Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

- Level 2—Inputs are quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (interest rates, yield curves, etc.) and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).

- Level 3—Unobservable inputs that reflect the Company's own assumptions, based on the best information available, including the Company's own data.

In accordance with the fair value hierarchy described above, the following tables show the fair value of the Company's financial assets and liabilities that are required to be measured at fair value (in thousands):

		Fair Value Measurements at December 31, 2011		
	Total Carrying Value at December 31, 2011	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Cash and cash equivalents	$ 48,544	$ 48,544	$ —	$ —
Marketable securities- restricted	245	—	245	—
Total assets at fair value	$ 48,789	$ 48,544	$ 245	$ —
Liabilities:				
Warrant liability	$ 697	$ —	$ —	$ 697

		Fair Value Measurements at September 30, 2012 (unaudited)		
	Total Carrying Value at September 30, 2012	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Cash and cash equivalents	$ 23,412	$ 23,412	$ —	$ —
Marketable securities	37,256	—	37,256	—
Marketable securities- restricted	275	—	275	—
Long Term Investments	1,804	—	1,804	—
Total assets at fair value	$ 62,747	$ 23,412	$ 39,335	$ —
Liabilities:				
Warrant liability	$ 1,463	$ —	$ —	$ 1,463

The Company's Level 1 assets include money market funds, and U.S. Treasuries and government agency debt securities with quoted prices in active markets. At December 31, 2011, Level 2 assets include mutual funds in which the SERP assets are invested. At September 30, 2012 such assets include mutual funds in which the SERP assets are invested, commercial paper and corporate bonds and other fixed income securities. Level 2 securities are valued using third-party pricing sources that apply applicable inputs and other relevant data into their models to estimate fair value.

Level 3 liabilities include the fair market value of outstanding warrants to purchase Common Stock recorded as a derivative liability. Prior to the IPO on May 1, 2012, these warrants provided the right to purchase Series A Preferred Stock that were converted to the right to purchase common stock upon the completion of the IPO. At December 31 , 2011, the fair value of the preferred stock warrant liability was calculated using a probability-weighted expected return model (PWERM). At September 30, 2012 the fair value of the common stock warrant liability was calculated using a Monte-Carlo simulation on a Black-Scholes lattice model with the following assumptions:

Exercise Price	$4 - $5 per share
Volatility	80%
Stock Price as of September 30, 2012	$11.55 per share
Term	8.3 - 9.3 years
Dividend Yield	0.0%
Risk-Free Rate	1.4% - 1.5%

Significant changes to these assumptions would result in increases/decreases to the fair value of the outstanding warrants.

Changes in the fair value of the warrants are recognized in Other Income (Expense) on the Consolidated Statement of Operations. The following table presents information about the Company's common stock warrant liability as of September 30, 2012:

	Nine Months Ended September 30, 2012 (in thousands) (unaudited)
Balance at December 31, 2011	$ 697
Changes in fair value of warrants included in other income (expense)	766
Balance at September 30, 2012	$ 1,463

Inventory

Inventories, which are recorded at the lower of cost or market, include materials, labor and other direct and indirect costs and are valued using the first-in, first-out method. The Company capitalizes inventories produced in preparation for commercial launches when the related product candidates are considered likely to receive regulatory approval and it is probable that the related costs will be recoverable through the commercial sale of the product.

Property and Equipment

Property and equipment is stated at cost. Upon retirement or sale, the cost of assets disposed of and the related accumulated depreciation are removed from the accounts and any resulting gain or loss is credited or charged to operations. Repairs and maintenance costs are expensed as incurred. Depreciation and amortization are computed using the straight-line method over the following average useful lives.

Computer equipment	3 years
Software	3 years
Lab and office equipment	5 years
Furniture	7 years
Leasehold Improvements	Shorter of lease term or useful life
Manufacturing equipment	5 - 10 years

Intangible Assets

Intangible assets consist primarily of purchased patents. Patents are carried at cost less accumulated amortization, which is calculated on a straight-line basis over the estimated useful lives of the patents, generally estimated to be ten years. The carrying value of the patents is assessed for impairment annually during the fourth quarter of each year, or more frequently if impairment indicators exist.

Deferred Financing Costs

Deferred financing costs consist of financing syndication costs incurred by the Company in connection with the closing of the Company's notes payable as well as legal, accounting and other costs incurred in connection with preparing for the Company's IPO. The Company amortizes the deferred financing costs associated with its notes payable over the term of the related debt (i.e. 3.5-4.0 years) using the effective interest method. On May 1, 2012, concurrent with the closing of the IPO, the Company reclassified all previously deferred financing costs related to the IPO as a charge against the proceeds received.

Impairment of Long-Lived Assets

Long-lived assets consist primarily of purchased patents and property and equipment. The Company assesses the recoverability of its long-lived assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If indications of impairment exist, projected future undiscounted cash flows associated with the asset are compared to the carrying amount to determine whether the asset's value is recoverable. Evaluating for impairment requires judgment, including the estimation of future cash flows, future growth rates and profitability and the expected life over which cash flows will occur. Changes in the Company's business strategy or adverse changes in market conditions could impact impairment analyses and require the recognition of an impairment charge equal to the excess of the carrying value of the long-lived assets over its estimated fair value.

Preclinical Study and Clinical Trial Accruals and Deferred Advance Payments

The Company estimates preclinical study and clinical trial expenses based on the services performed pursuant to contracts with research institutions, investigators, and clinical research organizations that conduct these activities on its behalf. In recording service fees, the Company estimates the time period over which the related services will be performed and compares the level of effort expended through the end of each period to the cumulative expenses recorded and payments made for such services and, as appropriate, accrues additional service fees or defers any non-refundable advance payments until the related services are performed. If the actual timing of the performance of services or the level of effort varies from the estimate, the Company will adjust its accrual or deferred advance payment accordingly. If the Company later determines that it no longer expects the services associated with a nonrefundable advance payment to be rendered, the advance payment will be charged to expense in the period that such determination is made.

Income Taxes

The Company utilizes the liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax reporting bases of assets and liabilities and are measured using enacted tax rates and laws that are expected to be in effect when the differences are expected to reverse. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts expected to be realized.

The Company accounts for uncertain tax positions in its consolidated financial statements when it is more-likely-than-not that the position will be sustained upon examination by the tax authorities. Such tax positions must initially and subsequently be measured as the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the tax authority assuming full knowledge of the position and relevant facts. The Company's policy is to recognize any interest and penalties related to income taxes in income tax expense.

Revenue Recognition

The Company's revenues have been generated through collaboration and research and development agreements. These agreements include fees for development services provided to customers, payments for achievement of specified development, regulatory and sales milestones, and, to a lesser extent, upfront license payments, which comprise the Company's development and milestone revenue. The Company records any amounts received in advance of services performed as deferred revenue and recognizes the amount ratably over the period it is earned.

Multiple Element Arrangements

For arrangements entered into with multiple elements, the Company evaluates whether the components of each arrangement are separate elements based on certain criteria. Accordingly, revenues from collaboration agreements are recognized based on the performance requirements of the agreements. The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the fee is fixed and determinable, and collection is reasonably assured.

Non-refundable license fees are recognized as revenue when the Company has a contractual right to receive such payment, the contract price is fixed or determinable, the collection of the resulting receivable is reasonably assured, and the Company has no further significant performance obligations in exchange for the license.

As of January 1, 2011, the Company accounts for its multiple element arrangements pursuant to Accounting Standard Codification (ASC) 605-25, *Revenue Recognition—Multiple-Element Arrangements*. ASC 605-25 establishes a selling-price hierarchy for determining the selling price of each element within a multiple-deliverable arrangement. Specifically, the selling price assigned to each deliverable is to be based on vendor-specific objective evidence (VSOE) if available; third-party evidence, if VSOE is unavailable; and estimated selling prices if neither VSOE or third-party evidence is available.

Milestone Payments

Milestone payments have been recognized as revenue when the collaborative partner acknowledges completion of the milestone and substantive effort was necessary to achieve the milestone. The Company accounts for milestone payments pursuant to the guidance in ASC 605-28, *Revenue Recognition—Milestone Method.* Under this guidance, management may recognize revenue contingent upon the achievement of a milestone in its entirety in the period in which the milestone is achieved only if the milestone meets all the criteria within the guidance to be considered substantive. Substantive milestone payments are recognized upon achievement of the milestone only if all of the following conditions are met:

- the milestone payments are non-refundable;
- achievement of the milestone involves a degree of risk and was not reasonably assured at the inception of the arrangement;
- substantive effort on the Company's part is involved in achieving the milestone;
- the amount of the milestone payment is reasonable in relation to the effort expended or the risk associated with achievement of the milestone; and
- a reasonable amount of time passes between the up-front license payment and the first milestone payment as well as between each subsequent milestone payment.

Determination as to whether a payment meets the aforementioned conditions involves management's judgment. If any of these conditions are not met, the resulting payment would not be considered a substantive milestone, and therefore the resulting payment would be considered part of the overall consideration for the work being performed. Accordingly, revenue would be recognized over the anticipated life of the agreement.

The Company's milestone revenues were approximately $0 and $750,000 for the three and nine months ended September 30, 2011 and $0 and $150,000 for the three and nine months ended September 30, 2012, respectively.

Research and Development Costs

Research and development expenditures are expensed as incurred. Research and development costs primarily consist of employee-related expenses, including salaries and benefits; expenses incurred under agreements with contract research organizations, investigative sites, and consultants that conduct the Company's clinical trials; the cost of acquiring and manufacturing clinical trial materials; the cost of manufacturing materials used in process validation, to the extent that those materials are manufactured prior to receiving regulatory approval for those products, facilities costs that do not have an alternative future use; related depreciation and other allocated expenses; license fees for and milestone payments related to in-licensed products and technologies; stock-based compensation expense; and costs associated with non-clinical activities and regulatory approvals.

Stock-Based Compensation

Employee stock-based compensation is measured based on the estimated fair value on the grant date. The grant date fair value is calculated using the Black-Scholes option-pricing model, which requires the use of subjective assumptions including volatility, expected term, risk-free rate, and the fair value of the underlying common stock. For awards that vest based on service conditions, the Company recognizes expense using the straight-line method less estimated forfeitures. The Company has awarded non-vested stock. Subsequent to its IPO, the fair value of the Company's common stock is based on observable market prices. The Company recognizes the estimated fair value of stock options on a straight-line basis over the requisite service period as the awards vest, and the estimated fair value of compensation expense associated with ESPP awards over the contribution period.

For stock option grants and non-vested stock subject to performance-based milestone vesting, the Company records the expense over the remaining service period when management determines that achievement of the milestone is probable. Management evaluates when the achievement of a performance-based milestone is probable based on the relative satisfaction of the performance conditions as of the applicable reporting date.

The Company records the expense for stock option grants to non-employees based on the estimated fair value of the stock option using the Black-Scholes option-pricing model. The fair value of non-employee awards is remeasured at each reporting period. As a result, stock compensation expense for non-employee awards with vesting is affected by changes in the fair value of the Company's common stock.

Warrant Liability

In January 2011, the Company entered into a secured credit facility pursuant to a loan and security agreement with certain lenders, which was subsequently amended in December 2011, providing for term loans of up to an aggregate of $30.0 million. In connection with the drawdown of $15.0 million under the secured credit facility on January 26, 2011, the Company issued to its lenders warrants to purchase an aggregate of 375,000 shares of the Company's Series A Preferred Stock at an exercise price of $1.00 per share. The warrants became exercisable immediately and expire on January 26, 2021. Upon completion of the Company's initial public offering on May 1, 2012, the lender warrants converted into warrants to purchase 93,750 shares of common stock at an exercise price of $4.00 per share. These warrants are recorded as a derivative liability and, as such, the Company reflects the warrant liability at fair value in the consolidated balance sheets. The fair value of this derivative liability is remeasured at the end of every reporting period and the change in fair value is reported in the consolidated statements of operations as other income (expense). As of December 31, 2011 and September 30, 2012, the fair value was estimated to be approximately $460,000 and $937,000, respectively. The change in fair value of approximately $477,000 has been recorded in other income (expense) in the Company's consolidated statements of operations for the nine months ended September 30, 2012.

In connection with the drawdown of the second $15.0 million under the secured credit facility on December 30, 2011, the Company issued to its lenders warrants to purchase an aggregate of 200,000 shares of the Company's Series A Preferred Stock at an exercise price of $1.50 per share. The warrants became exercisable immediately and expire on December 30, 2021. Upon completion of the Company's initial public offering on May 1, 2012, the warrants converted into warrants to purchase 49,999 shares of common stock at an exercise price of $5.00 per share. These warrants are recorded as a derivative liability and, as such, the Company reflects the warrant liability at fair value in the consolidated balance sheets. The fair value of this derivative liability is remeasured at the end of every reporting period and the change in fair value is reported in the consolidated statements of operations as other income (expense). As of December 31, 2011 and September 30, 2012, the fair value was estimated to be approximately $237,000 and $526,000, respectively. The change in fair value of approximately $289,000 has been recorded in other income (expense) in the Company's consolidated statements of operations for the nine months ended September 30, 2012.

The terms of the warrant agreements provide for "down-round" anti-dilution adjustment for the warrants in certain situations whereby the Company sells or issues (a) shares at a price per share less than the exercise price of the warrants, or (b) equity-linked financial instruments with strike prices less than the exercise price of the warrants. As a result of this "down round" provision, the warrants continue to be classified as derivative liability.

Prior to completion of the Company's IPO, the fair value of the preferred stock warrants was estimated in accordance with the guidance outlined in the American Institute of Certified Public Accountants' Practice Aid, *Valuation of Privately-Held-Company Equity Securities Issued as Compensation* (the Technical Practice Aid). Several objective and subjective factors were considered when valuing each equity security and related warrant at a valuation date. The Company utilized the probability weighted expected return method," PWERM", to estimate the fair value of the preferred stock warrants. Under the PWERM, the value of each equity security and warrant was estimated based upon an analysis of future values for the entire equity instrument assuming various future outcomes. Share value was based upon the probability-weighted present value of the expected outcomes, as well as the rights of each class of preferred and common stock. A probability was estimated for each possible event based on the facts and circumstances as of the valuation date.

Subsequent to the completion of the Company's IPO, which occurred on May 1, 2012, the fair value of the common stock warrants is determined using a Black-Scholes model within a Monte-Carlo framework. The Monte-Carlo simulation is a generally accepted statistical method used to estimate fair value based on the application of subjective assumptions, consistently applied for each period, including the probability, timing and magnitude of our issuance of additional common stock in future financings. This valuation is computed at the end of each fiscal quarter to reflect conditions at each valuation date until the warrants are exercised or they expire. In addition to assumptions regarding future equity financings, consideration is also given to the current stock price, anticipated stock volatility going forward, and the anti-dilution provisions embedded in the warrant agreements. In October 2012, 101,667 of these warrants were exercised (See Footnote 8).

Loss Per Share

Basic loss per common share is determined by dividing loss attributable to common stockholders by the weighted-average number of common shares outstanding during the period, without consideration of common stock equivalents. Diluted earnings per share is computed by dividing the earnings attributable to common stockholders by the weighted-average number of common share equivalents outstanding for the period. The treasury stock method is used to determine the dilutive effect of the Company's stock option grants, warrants and potential employee stock purchase plans ("ESPP") and the if-converted method is used to determine the dilutive effect of the Company's Series A Preferred Stock. The weighted-average shares used to calculate both basic and diluted loss per share are the same. The following common stock equivalents were excluded in the calculation of diluted loss per share because their effect would be anti-dilutive:

	Three months ended September 30,		Nine months ended September 30,	
	2011	2012	2011	2012
Series A Preferred Stock	12,249,998	—	12,249,998	5,409,671
Warrants Outstanding	20,364	91,184	26,227	71,662
Stock Options, Non-vested Stock Options and ESPP awards	404,856	346,783	429,442	290,029

4. Property and Equipment

Property and equipment consists of the following (in thousands):

	December 31, 2011	September 30, 2012 (unaudited)
Computer equipment	$ 586	$ 604
Software	209	209
Lab equipment and furniture	3,465	3,707
Leasehold improvements	1,486	1,778
	5,746	6,298
Less accumulated depreciation and amortization	(4,436)	(4,914)
	$ 1,310	$ 1,384

Depreciation expense on property and equipment was $167,000 and $479,000 for the three and nine months ended September 30, 2011 and $154,000 and $478,000 for the three and nine months ended September 30, 2012, respectively.

5. Purchased Patents

The Company acquired certain patents in 2005. The following sets forth the gross carrying amount and related accumulated amortization of the patents (in thousands):

	Weighted-Average Life	December 31, 2011		September 30, 2012 (unaudited)	
		Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
		(in thousands)			
Purchased Patents	10.0	$ 2,292	$ 1,380	$ 2,292	1,552

Amortization expense was approximately $57,000 for the three months ended September 30, 2011 and 2012 and was approximately $172,000 for the nine months ended September 30, 2011 and 2012. The net book value of intangible assets as of December 31, 2011 and September 30, 2012 was approximately $0.9 million and $0.7 million, respectively.

6. Notes Payable

Secured Notes Payable

In January 2011, the Company entered into a secured credit facility pursuant to a loan and security agreement with certain lenders, which was subsequently amended in December 2011, providing for term loans of up to an aggregate of $30.0 million. On January 26, 2011 and December 30, 2011, the Company drew down $15.0 million and $15.0 million, respectively, of term loans under this secured credit facility. The term loans bear interest at a fixed rate per annum of 11.0% and will mature on August 1, 2014 and January 1, 2015, respectively. The Company is required to make twelve months of interest only payments, beginning in March 2011, and six months of interest only payments, beginning in February 2012, respectively, and thereafter, principal and interest payments will be made over the remaining term of the loans.

The Company may voluntarily prepay all, but not less than all, outstanding term loans under its secured credit facility at any time, subject to the payment of a premium. With respect to any prepayment, the premium is 5.0%, if such prepayment is made before the amortization date (i.e. to reduce a debt by making payments against the principal balance in installments or regular transfers), 2.0% if such prepayment is made during the 15-month period after the amortization date, and 1.0%, if such prepayment is made thereafter. Upon the maturity of any outstanding term loans or the acceleration or prepayment thereof, the Company will also be required to make a final payment equal to 2.5% of the aggregate principal amount, or $750,000, of the term loans borrowed under the secured credit facility. This final payment is being recorded as additional interest expense over the term of the loans.

The Company capitalized financing costs of approximately $498,000 in issuing the secured notes payable, which are being amortized to interest expense over the term of the debt. The balance of deferred financing costs was approximately $378,000 and $270,000 at December 31, 2011 and September 30, 2012, respectively. The carrying value of the secured notes payable at December 31, 2011 and September 30, 2012 includes debt discount of $514,000 and $374,000, respectively, related to the estimated fair value of the warrants issued in connection with the issuance of the notes. The Company recorded interest expense related to the secured notes payable of approximately $412,500 and $739,000 for the three months ended September 30, 2011 and 2012, and $1,127,500 and $2,358,000 for the nine months ending September 30, 2011 and 2012, respectively.

All obligations under the secured credit facility are secured by substantially all of the Company's existing property and assets (excluding its intellectual property) and subject to certain exceptions, by a pledge of the capital stock of the Company's U.K. subsidiary and any future subsidiary.

7. Collaboration Agreement

In August 2012, the Company executed a Development and Licensing Agreement (Stendhal License Agreement) with Especificos Stendhal, S.A., DE C.V. (Stendhal) that provided Stendhal with an exclusive license of the Company's intellectual property underlying the Trokendi XR product in the defined territory. The license included the right to the Company's patents, proprietary information, and know-how of the Company's drug-delivery technology and pharmaceutical product underlying its Trokendi XR product. Stendhal is responsible for all costs associated with clinical development, approval, commercialization and distribution of the product in the defined territory, which may be expanded upon certain events. The Company will receive $1.8

million of deferred revenue that will be recognized as revenue on a straight-line basis over its substantive obligation period of twelve years. As of September 30, 2012 $0.5 million of this amount has been recorded as deferred revenue. The Company monitors this estimate on a quarterly basis to determine if facts and circumstances may have changed that would require a prospective adjustment to the recognition period. The Company may receive up to $1.8 million in future milestone payments, based on certain milestones defined in the Stendhal License Agreement.

8. Subsequent Event

On October 5, 2012, the Company received notification that one of the venture debt holders was exercising their warrants. A total of 101,667 warrants were exercised using the net share method. Accordingly, the Company issued 64,309 shares of common stock to the venture debt holder.

On October 19, 2012, the Company received approval from the Food & Drug Administration (the "FDA") for Oxtellar XR™ ("Oxtellar XR"), a novel once-daily extended release formulation of oxcarbazepine (formerly known as SPN-804).

On October 30, 2012 the Company received notification that the U.S. Patent and Trademark Office issued two patents covering Trokendi XR.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Management's Discussion and Analysis of Financial Condition and Results of Operations is intended to help the reader understand the results of operations and financial condition of the Company. The interim financial statements included in this report and this Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with our audited consolidated financial statements and notes thereto for the year ended December 31, 2011, and the related Management's Discussion and Analysis of Financial Condition and Results of Operations, both of which are contained in our Registration Statement on Form S-1/A filed with the Securities and Exchange Commission on April 30, 2012 (File No. 333-171375) (the "Registration Statement"). In addition to historical information, this Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which are intended to be covered by the safe harbors created thereby. These forward-looking statements may include declarations regarding the Company's belief or current expectations of management, such as statements including the words "budgeted," "anticipate," "project," "estimate," "expect," "may," "believe," "potential," and similar statements or expressions are intended to be among the statements that are forward-looking statements. As such statements reflect the reality of risk and uncertainty that is inherent in the Company's business, actual results may differ materially from those expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which are made as of the date this report was filed with the Securities and Exchange Commission. Our actual results and the timing of events could differ materially from those discussed in our forward-looking statements as a result of many factors, including those set forth under the "Risk Factors" section of the Registration Statement and elsewhere in this report as well as in other reports and documents we file with the Securities and Exchange Commission from time to time. Except as required by law, we undertake no obligation to update any forward-looking statements to reflect events or circumstances occurring after the date of this Quarterly Report on Form 10-Q.

Solely for convenience, the trade names in this Form 10-Q are referred to without the TM symbols, but such references should not be construed as any indicator that the Company will not assert, to the fullest extent under applicable law, our rights thereto.

Overview

We are a specialty pharmaceutical company focused on developing and commercializing products for the treatment of central nervous system, or CNS, diseases. Our extensive experience in product development has been built over the past 20 years: initially as a standalone development organization, then as a U.S. subsidiary of Shire plc and, upon our acquisition of substantially all of the assets of Shire Laboratories Inc. in late 2005, as Supernus Pharmaceuticals, Inc. We are developing several product candidates in neurology and psychiatry to address large market opportunities in epilepsy and attention deficit hyperactivity disorder, or ADHD, including ADHD patients with impulsive aggression.

Our two epilepsy products are Trokendi XR, formerly known as SPN-538 (extended release topiramate), for which the Food and Drug Administration (the FDA) granted tentative approval on June 25, 2012, and Oxtellar XR (extended release oxcarbazepine) for which we have received approval from the FDA on October 19, 2012. The final approval for Trokendi XR may not be made effective until the period of marketing exclusivity protection associated with safety information regarding a specific pediatric population expires on June 22, 2013. We are not required to complete any additional clinical trials for Trokendi XR. We anticipate the commercial launch of Oxtellar XR to occur during the first quarter of 2013 and the commercial launch of Trokendi XR to occur during the third quarter of 2013 assuming the receipt of final approval by the FDA.

We are also developing treatments for new indications in diseases such as ADHD and its coexisting disorders. We are developing SPN-810 (molindone hydrochloride), which is currently in a Phase IIb trial, as a novel treatment for impulsive aggression in patients who are being treated for ADHD, and are well controlled for ADHD on their existing medications. This trial is fully recruited with 121 patients. If approved by the FDA, SPN-810 could be the first product available to address this serious, unmet medical need. SPN-810 is based on molindone hydrochloride, which was previously marketed in the United States as an anti-psychotic to treat schizophrenia under the trade name Moban. In addition, SPN-812, which completed a Phase IIa trial, is being developed as a novel non-stimulant treatment for ADHD. SPN-812 is a selective norepinephrine reuptake inhibitor that we believe could be more effective and have a better side effect profile than other non-stimulant treatments for ADHD. In addition, because the active ingredient of SPN-812 has demonstrated efficacy as an antidepressant in Europe, this product candidate, if studied in that specific patient population and shown to be effective, may provide increased benefit to an estimated 40% of ADHD patients who suffer from depression.

In addition to these lead products and product candidates, we have a number of other product candidates in various stages of development such as SPN-809, which would represent a novel mechanism of action for the U.S. antidepressant market.

We intend to market our product candidates in the United States through our focused sales force targeting specialty physicians, including neurologists and psychiatrists. We believe our broad and diversified portfolio of product candidates provides us with multiple opportunities to achieve our goal of becoming a leading specialty pharmaceutical company focused on CNS diseases. We use our proprietary technologies to enhance the therapeutic benefits of approved anti-epileptic drugs, or AEDs through advanced

extended release formulations. Our technologies have led to the tentative approval of Trokendi XR and approval of Oxtellar XR during 2012, both of which are novel oral once-daily extended release formulations of topiramate and oxcarbazepine, respectively, for the treatment of epilepsy. Immediate release formulations of topiramate and oxcarbazepine are available in generic form and are marketed under the brand names of Topamax and Trileptal, respectively. According to IMS Health, peak sales of Topamax and Trileptal represented an estimated 25.8% and 8.1% of the total seizure disorder market in 2008 and 2006, respectively. We believe there is a significant unmet need for extended release products, such as Trokendi XR and Oxtellar XR, for the treatment of epilepsy. Extended release products have been shown to improve compliance, increase seizure control, reduce side effects and improve tolerability as compared to immediate release products.

Historically, our revenues have been generated through research and development agreements, which included fees for development services provided to customers and payments for achievement of specified development, regulatory and sales milestones, as well as royalties on product sales of licensed products, Oracea, Sanctura XR, and Intuniv. Since our inception in 2005, we have generated no revenue from product sales and have incurred significant operating losses. As of September 30, 2012, we had an accumulated deficit of approximately $72.7 million and a total stockholders' equity of approximately $24.6 million. We expect to incur net losses and negative cash flow from operating activities for the foreseeable future as we continue to develop our product candidates and seek marketing approval and, subject to obtaining such approval, the eventual commercialization of Trokendi XR and Oxtellar XR, as well as our other product candidates.

Critical Accounting Policies and the Use of Estimates

A "critical accounting policy" is one that is both important to the portrayal of our financial condition and results of operations and that requires management's most difficult, subjective or complex judgments. Such judgments are often the result of a need to make estimates about the effect of matters that are inherently uncertain. The preparation of our financial statements in conformity with accounting principles generally accepted in the United States applicable to interim financial reporting requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ materially from those estimates.

There were no significant changes in critical accounting policies from those at December 31, 2011. During the nine months ended September 30, 2012, we consistently applied the critical accounting policies discussed in the Registration Statement, which contained our financial statements for the years ended December 31, 2009, 2010 and 2011. For a complete discussion regarding these critical accounting policies, refer to the Registration Statement.

Inventories, which are recorded at the lower of cost or market, include materials, labor and other direct and indirect costs and are valued using the first-in, first-out method. The Company capitalizes inventories produced in preparation for commercial launches when the related product candidates are considered likely to receive regulatory approval and it is probable that the related costs will be recoverable through the commercialization of the product. Following the receipt of tentative approval for Trokendi XR from the FDA on June 25, 2012, the Company began capitalizing validation batch manufacturing costs, to the extent that those validation lots are expected to be sold commercially after the product launch.

Results of Operations

Comparison of the Three Months Ended September 30, 2011 and September 30, 2012

	Three Months Ended September 30,		Increase/ (decrease)
	2011	2012	
	(unaudited) (in thousands)		
Revenues	$ 11	$ 91	80
Operating Expenses			
Research and development	8,425	8,306	(119)
Selling, general and administrative	1,501	4,075	2,574
Total operating expenses	9,926	12,381	
Operating loss from continuing operations	(9,915)	(12,290)	
Interest income and other income (expense), net	263	(312)	(575)
Interest expense	(499)	(880)	381
Total other income (expense)	(236)	(1,192)	
Loss from continuing operations	$ (10,151)	$ (13,482)	
Income from discontinued operations, net of tax	417	—	(417)
Net Loss	$ (9,734)	$ (13,482)	

Revenues

During the three month periods ended September 30, 2011 and 2012, we recognized revenues related to licensing fees from our partners. Following the anticipated launches of Oxtellar XR and Trokendi XR in 2013, we expect to recognize revenue from commercial sales.

Our revenues were approximately $91,000 for the three months ended September 30, 2012 compared to $11,000 for the same period in 2011, representing an increase of $80,000. This increase was principally attributable to agreements to license Trokendi XR and Oxtellar XR outside of the United States of America.

Research and Development Expense

Research and development expenses consist of costs incurred in connection with the development of our and our collaborators' product candidates. These expenses consist primarily of:

- employee-related expenses, which include salaries and benefits;
- expenses incurred under agreements with contract research organizations, investigative sites and consultants that conduct our clinical trials and a substantial portion of our preclinical studies;
- the cost of acquiring and manufacturing clinical trial materials;
- the cost of manufacturing validation batches, if these materials are manufactured prior to obtaining regulatory approval;
- costs related to facilities, depreciation and other allocated expenses;
- license fees for, and milestone payments related to, in-licensed products and technology;
- stock-based compensation expense to employees and consultants engaged in research and development activities; and
- costs associated with non-clinical activities and regulatory approvals.

For the three months ended September 30, 2011 and 2012, we incurred research and development expenses related to the following products:

	Three Months Ended September 30,	
	2011	2012
	(unaudited) (in thousands)	
Trokendi XR	$ 3,767	$ 1,451
Oxtellar XR	1,373	2,201
SPN-810	1,461	1,711
SPN-812 and SPN-809	146	1,011
Development expenses - general	1,678	1,932
Total research and development expenses	$ 8,425	$ 8,306

Our research and development expenses were $8.3 million for the three months ended September 30, 2012, compared to $8.4 million for the same period in 2011, a decrease of $0.1 million or 1%. This decrease is attributable to lower clinical trial costs for Trokendi XR of approximately $2.3 million, partially offset by additional costs incurred primarily for validation batches for Oxtellar XR and an increase in costs for the clinical trials of SPN-810.

Selling, General and Administrative Expense. Our selling, general and administrative expenses were $4.1 million for the three months ended September 30, 2012 compared to $1.5 million for the same period in 2011, representing an increase of approximately $2.6 million or approximately 171%. This increase is mainly due to an increase in sales and marketing costs associated with preparing for launches of Oxtellar XR and Trokendi XR, which are now expected during the first and third quarters of 2013, respectively.

Interest Income and Other Income (Expense), Net. Interest income and other income (expense), net was $0.3 million income for the three months ended September 30, 2012 and $0.3 million expense for the three months ended September 30, 2011. The decrease is primarily the result of foreign currency fluctuations and an increase in marketable securities.

Interest Expense. Interest expense was approximately $ 0.9 million for the three months ended September 30, 2012 compared to $0.5 million for the same period in 2011. This increase is primarily due to the drawdown of the second $15.0 million under our secured credit facility in December 2011.

Loss from continuing operations. Loss from continuing operations was $13.5 million for the three months ended September 30, 2012 compared to a loss of $10.2 million for the same period in 2011. This increase was primarily due to the increase in sales and marketing costs.

Income from discontinued operations. Income from discontinued operations was $0.4 million for the three months ended September 30, 2011. There were no activities related to discontinued operations in 2012 as we sold our membership interests in TCD Royalty Sub, LLC in December 2011.

Comparison of the Nine Months Ended September 30, 2011 and September 30, 2012

	Nine Months Ended September 30,		Increase/ (decrease)
	2011	2012	
	(unaudited) (in thousands)		
Revenues	$ 761	$ 391	(370)
Operating Expenses			
Research and development	23,126	18,367	(4,759)
Selling, general and administrative	5,143	11,450	6,307
Total operating expenses	28,269	29,817	
Operating loss from continuing operations	(27,508)	(29,426)	
Interest income and other income (expense), net	59	(574)	(633)
Interest expense	(1,357)	(2,771)	1,414
Total other income (expense)	(1,298)	(3,345)	
Loss from continuing operations	$ (28,806)	$ (32,771)	
Income from discontinued operations, net of tax	646	—	(646)
Net Loss	$ (28,160)	$ (32,771)	

Revenues

During the nine month periods ended September 30, 2011 and 2012, we recognized revenues related to licensing fees and milestone payments associated with our licensing agreements. Following the anticipated launches of Oxtellar XR and Trokendi XR in 2013, we expect to recognize revenue from commercial sales.

Our revenues were approximately $0.4 million for the nine months ended September 30, 2012 compared to $0.8 million for the same period in 2011, representing a decrease of $0.4 million. This decrease was principally attributable to a one-time milestone payment of $0.8 million received in 2011 under our license agreement with United Therapeutics offset by recognition of revenue under our agreements with Stendhal in 2012.

Research and Development Expense

Research and development expenses consist of costs incurred in connection with the development of our and our collaborators' product candidates. These expenses consist primarily of:

- employee-related expenses, which include salaries and benefits;
- expenses incurred under agreements with contract research organizations, investigative sites and consultants that conduct our clinical trials and a substantial portion of our preclinical studies;
- the cost of acquiring and manufacturing clinical trial materials;
- the cost of manufacturing validation batches, if these materials are manufactured prior to obtaining regulatory approval;
- costs related to facilities, depreciation and other allocated expenses;
- license fees for, and milestone payments related to, in-licensed products and technology;
- stock-based compensation expense to employees and consultants engaged in research and development activities; and
- costs associated with non-clinical activities and regulatory approvals.

For the nine months ended September 30, 2011 and 2012, we incurred research and development expenses related to the following products:

	Nine Months Ended September 30,	
	2011	2012
	(unaudited) (in thousands)	
Trokendi XR	$ 5,675	$ 3,205
Oxtellar XR	8,475	3,458
SPN-810	2,919	3,970
SPN-812 and SPN-809	623	1,461
Development expenses - general	5,434	6,273
Total research and development expenses	$ 23,126	$ 18,367

Our research and development expenses were $18.4 million for the nine months ended September 30, 2012, compared to $23.1 million for the same period in 2011, a decrease of $4.7 million or 21%. This decrease was attributable to a decrease in clinical trial costs for Oxtellar XR of approximately $5.0 million as the Phase III trial for Oxtellar XR was substantially completed by the first quarter of 2012. This decrease was partially offset by increases in clinical trial costs for SPN-810 and general expenses.

Selling, General and Administrative Expense. Our selling, general and administrative expenses were $11.5 million for the nine months ended September 30, 2012 compared to $5.1 million for the same period in 2011, representing an increase of approximately $6.4 million or approximately 123%. This increase is mainly due to an increase in sales and marketing costs associated with preparing for launches of Oxtellar XR and Trokendi XR which are now expected to occur during the first and third quarters of 2013, respectively.

Interest Income and Other Income (Expense), Net. Interest income and other income (expense), net was approximately $0.6 million expense for the nine months ended September 30, 2012 compared to $0.1 million for the same period in 2011, representing an decrease of $0.7 million. The decrease is primarily the result of an increase in warrant income valuations during the nine months ended September 30, 2012 offset by fluctuations in foreign currency rates.

Interest Expense. Interest expense was approximately $2.8 million for the nine months ended September 30, 2012 compared to $1.4 million for the same period in 2011. This increase is primarily due to the drawdown of the second $15.0 million under our secured credit facility in December 2011.

Loss from continuing operations. Loss from continuing operations was $32.8 million for the nine months ended September 30, 2012 compared to a loss of $28.8 million for the same period in 2011. This increase is primarily due to the increase in sales and marketing costs offset by the decrease in clinical trial costs.

Income from discontinued operations. Income from discontinued operations was $0.6 million for the nine months ended September 30, 2011. There were no activities related to discontinued operations in 2012 as we sold our membership interests in TCD Royalty Sub, LLC in December 2011.

Liquidity and Capital Resources

Cash, cash equivalents and marketable securities at September 30, 2012 were $23.4 million, a decrease of $25.1 million from $48.5 million at December 31, 2011. This decrease is primarily due to continued losses from operations as we build towards two product launches in 2013, offset by the proceeds received from the IPO in May 2012. Although it is difficult to predict future liquidity requirements, we believe that the net proceeds from our IPO, together with our existing unrestricted cash, cash equivalents and marketable securities, and anticipated future product revenues, should be sufficient to fund operations as currently planned into the second quarter of 2013. Successful transition to profitability is dependent upon achieving a level of revenues adequate to support our cost structure, which we do not expect in the near term, if at all. We cannot assure you that we will ever be profitable or generate positive cash flow from operating activities.

As of September 30, 2012 we had drawn down $30.0 million of term loans. Our expected principal repayments over the next four years are (in thousands):

YEAR	Principal
2012	$ 2,756
2013	11,809
2014	10,847
2015	569
Total	$ 25,981

We expect to continue to incur substantial additional operating losses for the foreseeable future as we continue to develop our product candidates and seek marketing approval and, subject to obtaining such approval, the eventual commercialization of Trokendi XR, Oxtellar XR and our other product candidates. With the marketing approval of Oxtellar XR, and if we obtain marketing approval for Trokendi XR, we will incur significant sales, marketing and outsourced manufacturing expenses. In addition, we expect to incur additional expenses to add operational, financial and information systems and personnel to support our planned product commercialization efforts.

Our anticipated cash burn for calendar year 2012 is in the range of $55 million to $60 million. Our future use of operating cash and capital requirements will depend on many forward-looking factors, including the following:

- The receipt of marketing approval from the FDA for Trokendi XR;
- The extent to which the FDA may require us to perform additional precommercial manufacturing activities for Oxtellar XR and Trokendi XR;
- The costs of our commercialization activities for Oxtellar XR and Trokendi XR if it receives final approval by the FDA;
- The cost of purchasing manufacturing and other capital equipment for our potential products;
- The cost and availability of active chemical ingredients and other manufacturing components required to supply a finished product;
- The scope, progress, results and costs of development for our product candidates;
- The cost, timing and outcome of regulatory review of our product candidates;
- The extent to which we acquire or invest in products, businesses and technologies;
- The extent to which we choose to establish collaboration, co-promotion, distribution or other similar agreements for product candidates; and
- The costs of preparing, submitting and prosecuting patent applications and maintaining, enforcing and defending intellectual property claims.

We anticipate we will need to obtain additional capital for the commercial launch of Trokendi XR, through equity offerings, debt financing and/or new or existing licensing and research collaboration agreements or any combination thereof. We expect that our progress in the development of our product candidates may provide sufficient value inflection milestones, based on which we may be able to seek additional funding. The type, timing, and terms of financing will depend upon our cash needs, the availability of financing sources and the prevailing conditions in the financial markets. There can be no assurance that such financing will be available to us at any given time or available on favorable terms, if at all. If sufficient funds on acceptable terms are not available when needed, we could be required to significantly reduce operating expenses and delay, reduce the scope of, or eliminate one or more of our development programs, which may have a material adverse effect on our business, results of operations and financial condition. In addition, additional debt financing, if available, would result in increased fixed payment obligations and may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends. Any debt financing or additional equity that we raise may contain terms, such as liquidation and other preferences that are not favorable to us or our stockholders. If we raise additional funds through collaboration and licensing arrangements with third parties, it may be necessary to relinquish valuable rights to our technologies, future revenue streams or product candidates or to grant licenses on terms that may not be favorable to us.

Cash Flows

The following table sets forth the major sources and uses of cash for the periods set forth below:

	Nine Months Ended September 30,	
	2011	2012
	(unaudited) (in thousands)	
Net cash (used in) provided by:		
Operating activities		
From continuing operations	$ (30,068)	$ (31,059)
From discontinued operations	2,141	—
Investing activities		
From continuing operations	$ 8,471	$ (39,613)
From discontinued operations	—	—
Financing Activities		
From continuing operations	$ 14,296	$ 45,540
From discontinued operations	(2,096)	—
Net decrease in cash and cash equivalents	$ (7,256)	$ (25,132)

Operating Activities

Net cash used in operating activities from continuing operations for the nine months ended September 30, 2012 compared to the nine months ended September 30, 2011 increased by $1.0 million. This change in cash flows from operating activities was primarily the result of an increase in loss of $4.6 million for the nine months ended September 30, 2012 offset by increases of $1.9 million between the two periods related to net changes in working capital and approximately $1.1 million in non-cash items. The largest portion of the net changes in working capital related to a $512,000 increase in cash reimbursements for tenant improvements, which are recorded as deferred rent in 2011, and $3.1 million increase in account payables and accrued expense balances in 2012.

Investing Activities

Our investing activities from continuing operations are principally driven by cash provided by our financing activities and cash generated by operations, if any. We invest excess cash in accordance with our investment policy. Marketable securities consist of investments in U.S. Treasuries and various government agency debt securities, as well as investment grade securities in industrial and financial institutions which generally mature in twelve months or less. Fluctuations in investing activities between periods relate exclusively to the timing of marketable security purchases and the related sale and maturities of these securities.

Net cash used in investing activities from continuing operations for the nine months ended September 30, 2012 compared to the nine months ended September 30, 2011 decreased by $48 million. This decrease was primarily the result of using cash and cash equivalents received in our IPO to purchase marketable securities.

Financing Activities

Our net cash provided by financing activities from continuing operations was $45.5 million for the nine months ended September 30, 2012, as compared to $14.3 million for the nine months ended September 30, 2011. This increase is due to the receipt of proceeds from our initial public offering of common stock in May 2012.

Off-Balance Sheet Arrangements

We do not currently have, nor have we ever had, any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of

facilitating off-balance sheet arrangements or for other contractually narrow or limited purposes. In addition, we do not engage in trading activities involving non-exchange traded contracts.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The primary objective of our investment activities is to preserve our capital to fund operations. We also seek to maximize income from our investments without assuming significant risk. Our exposure to market risk is confined to our cash, cash equivalents and marketable securities. As of September 30, 2012, we had unrestricted cash, cash equivalents and marketable securities of $62.5 million. We do not engage in any hedging activities against changes in interest rates. Because of the short-term maturities of our cash, cash equivalents and marketable securities, we do not believe that an increase in market rates would have any significant impact on the realized value of our investments. We do not have any foreign currency or other derivative financial instruments.

We contract with contract research organizations and investigational sites globally. We may be subject to fluctuations in foreign currency rates in connection with these agreements, primarily with respect to Euro denominated contracts. We do not hedge our foreign currency exchange rate risk. A hypothetical 10% appreciation in Euro exchange rates against the U.S. dollar from prevailing market rates would have increased our net loss by approximately $494,000 for the three months ended September 30, 2012. Conversely, a hypothetical 10% depreciation in Euro exchange rates against the U.S. dollar from prevailing market rates would have decreased our net loss by approximately $494,000 for the three months ended September 30, 2012. We do not believe that inflation and changing prices over the three and nine month periods ended September 30, 2011 and 2012 had a significant impact on our consolidated results of operations.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended, or the Exchange Act. Our disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures.

We conducted an evaluation, and under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rules 13a-15(b) and 15d-15(b) under the Exchange Act. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of September 30, 2012.

Our management, including the Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all error and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected.

Changes in Internal Control over Financial Reporting

There have been no significant changes in our internal control over financial reporting during the nine months ended September 30, 2012, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

From time to time and in the ordinary course of business, we are subject to various claims, charges and litigation. For example, we may be required to file infringement claims against third parties for the infringement of our patents. Although the outcome of litigation cannot be predicted with certainty and some lawsuits, claims or proceedings may be disposed of unfavorably to us, we do not believe the outcome of any such litigation, individually or in the aggregate, will have a material adverse effect on our financial condition, results of operations or cash flows. We are not currently involved in any material legal proceedings.

Item 1A. Risk Factors

Supernus, a smaller reporting company, is not required to provide information required by this item.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(a) Sales of Unregistered Securities.

During the quarter ended September 30, 2012, the Company granted options to an employee to purchase an aggregate of 95,000 shares of common stock at exercise price of $12.92 per share. The options are exercisable for a period of ten years from the grant date. These issuances were exempt from registration in reliance on Section 4(2) of the Securities Act as transactions not involving any public offering.

(b) Use of Proceeds from Public Offering of Common Stock.

On May 4, 2012, we closed our IPO in which 10 million shares of our common stock were sold at a price of $5 per share, resulting in proceeds to the Company of $45.5 million, net of expenses. Upon consummation of the IPO, the 49,000,000 outstanding shares of Series A preferred stock automatically converted to 12,249,998 shares of common stock.

On May 21, 2012, the underwriters of our IPO exercised the full amount of their over-allotment option. As a result, 449,250 shares of our common stock were sold at a price of $5 per share, resulting in additional proceeds to the Company of $2.1 million, net of expenses.

No offering costs were paid directly or indirectly to any of our directors or officers or persons owning ten percent or more of any class of our equity securities or to any other affiliates, other than payments in the ordinary course of business to officers for salaries and to non-employee directors as compensation for board or board committee service. There has been no material change in the planned use of proceeds from our initial public offering as described in the Prospectus dated May 1, 2012 filed with the Securities and Exchange Commission.

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

None

Item 5. Other Information

None

Item 6. Exhibits

The following exhibits are filed or furnished as part of this Quarterly Report on Form 10-Q:

10.1 Offer Letter to Executive Officer.

10.2 Compensatory Arrangements with Executive Officers.

10.3 Compensatory Arrangements with Executive Officers.

31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a) (filed herewith).

31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a) (filed herewith).

32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).

32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema Document

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Linkbase Document

101.LAB XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

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 thereunto duly authorized

SUPERNUS PHARMACEUTICALS, INC.

DATED: November 2, 2012

By: /s/ Jack A. Khattar
Jack A. Khattar
President and Chief Executive Officer

DATED: November 2, 2012

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

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EXHIBIT 10.1

OFFER LETTER TO EXECUTIVE OFFICER

June 22, 2012

Stefan K.F. Schwabe, MD, Ph.D.

Dear Stefan,

On behalf of Supernus Pharmaceuticals, Inc. ("the Company"), I am pleased to offer you the regular, full-time position as Executive Vice President R&D, Chief Medical Officer reporting to Jack Khattar who is our President & CEO. This letter supercedes the offer letter to you dated June 12, 2012, and replaces it in its entirety. This position will be based at the Company's headquarters in Rockville, MD. We look forward to having you join Supernus Pharmaceuticals, Inc. on a mutually agreed upon date on or about July 9, 2012. The terms of your employment are as follows:

Compensation: Your base compensation will be $320,000.00 annually, paid in accordance with the Company's regular payroll schedule, which is presently twice per month. Your position is classified as "exempt" under the Fair Labor Standards Act and therefore you are not eligible to receive overtime. Performance reviews will be conducted periodically on an annual basis, and depending upon the results of those reviews, you may be eligible for future increases in your compensation.

Bonus Plan: You will be eligible to participate in the Company Bonus Plan. Based on your job level, and contingent upon both employee and company performance, you will be eligible for an annual target bonus of 25% of your annual salary, prorated for the first year.

Maryland Residence Allowance: The Company will reimburse you for reasonable expenses directly related to your travel and residence rental expenses in the Rockville, MD area, up to a maximum of $20,000.00 annually for the first two years, and up to a maximum of $15,000.00 annually for the next three years, not to exceed $85,000.00 over the course of your full time employment. In addition, the Company will reimburse you for an initial trip to the Rockville, MD area to search for an apartment, which will include up to two (2) weeks of hotel expenses.

Benefits: Provided you remain employed in full-time regular status, you will be eligible for participation in the Company employee benefit plans, which include group medical, dental, short and long-term disability, life insurance, 401(k), and flexible spending. You will be granted four weeks (20 days) of vacation annually, prorated for the first year. You will also be granted 2 days of floating holidays per year. You will be eligible to accrue up to 10 days of sick leave per year (prorated for the first year), which will have a rolling accumulation of up to 180 days of sick leave throughout your career at Supernus.

Equity: After joining Supernus Pharmaceuticals, we will recommend to the Board of Directors that you be granted 95,000 options that vest over 4 years to purchase ordinary shares of Supernus common stock, subject to future adjustments including stock splits, under the then-applicable stock plan.

Employment at Will: Since continued employment is based upon mutual satisfaction and reward, this offer should not be construed as a contract for any fixed period. Rather, you will be employed

in an "at will" status, which means that you or the Company may terminate your employment at any time for any reason, with or without notice.

Terms and Understandings: Not withstanding anything in this letter to the contrary, this offer of employment is contingent upon, a satisfactory completion of your background check and criminal history report must be completed. Your acceptance below indicates that you will review and comply with Company rules and regulations, particularly those relating to safety and confidentiality. As a condition of employment, you will be required to complete an Employee Proprietary Information and Invention Agreement with the Company (see enclosed document), which prohibits any employee from accepting other consulting work or other outside work that the Company feels is in a conflict of interest to the work performed at Supernus.

Acceptance: Please sign two copies of this offer letter to indicate your acceptance and agreement with the terms of employment. Return one executed copy back to the Company and retain the other copy for your records.

I trust that you will find this offer an attractive one, and we look forward to having you join Supernus Pharmaceuticals, Inc. **We look forward to having your decision by no later than COB today, June 22, 2012.** Please contact me at 301-838-2659 or by email at jclifford@supernus.com with any questions.

Sincerely,

Julie M. Clifford, SPHR
Director, Human Resources

I have read and agree with the terms of employment as set forth above.

/s/ Stefan K.F. Schwabe	June 22, 2012
Stefan K.F. Schwabe, MD, Ph.D.	Date

EXHIBIT 10.2

COMPENSATORY ARRANGEMENTS WITH EXECUTIVE OFFICERS

On August 28, 2012, the Compensation Committee of Supernus Pharmaceuticals, Inc. (the "Company") approved modifications of the base salaries of its executive officers, as follows:

The annual base salary of Jack A. Khattar, the Company's President and Chief Executive Officer, was increased from $432,786 to $450,000.

The annual base salary of Gregory S. Patrick, the Company's Vice President and Chief Financial Officer, was increased from $265,000 to $300,000.

The annual base salary of Stefan K.F. Schwabe, MD, Ph.D., the Company's Executive Vice President and Chief Medical Officer, was increased from $320,000 to $330,000.

The annual base salary of Padmanabh P. Bhatt, Ph.D., the Company's Senior Vice President, Intellectual Property and Chief Scientific Officer, was increased from $290,884 to $306,000.

The annual base salary of Jones W. Bryan, Ph.D., the Company's Vice President of Business Development, was increased from $223,364 to $250,000.

The annual base salary of Tami T. Martin, R.N., Esq., the Company's Vice President of Regulatory Affairs, was increased from $221,095 to $240,000.

These increases were the result of the Compensation Committee's review subsequent to completion of the Company's recent initial public offering to ensure that the base salaries of the Company's executive officers are in line with the base salaries of executive officers of other public companies operating in its industry. These increases in annual base salary will become effective on September 1, 2012. All other terms and conditions of the Company's compensatory arrangements with these executive officers remain unchanged.

EXHIBIT 10.3

COMPENSATORY ARRANGEMENTS WITH EXECUTIVE OFFICERS

The Compensation Committee of Supernus Pharmaceuticals, Inc. (the "Company") has approved the following adjustments to the cash bonus opportunities for the Company's executive officers for 2012, with the percentage listed representing the percentage of each such executive officer's annual base salary that could be payable as the bonus earned for 2012:

Executive Officer	Title	Previous Target Incentive Opportunity	Adjustment	New Target Incentive Opportunity
Jack A. Khattar	President and Chief Executive Officer	40%	10%	50%
Gregory S. Patrick	Vice President and Chief Financial Officer	25%	10%	35%
Stefan K.F. Schwabe	Executive Vice President and Chief Medical Officer	25%	10%	35%
Padmanabh P. Bhatt, Ph.D.	Senior Vice President, Intellectual Property and Chief Scientific Officer	25%	5%	30%
Jones W. Bryan, Ph.D.	Vice President of Business Development	25%	5%	30%
Tami T. Martin, R.N., Esq.	Vice President of Regulatory Affairs	25%	5%	30%

These increases were the result of the Compensation Committee's review of 2012 data to ensure that the maximum target incentive bonus opportunity of the Company's executive officers are in line with the maximum target incentive bonus opportunities of executive officers of other public companies operating in its industry. These increases are effective for 2012 bonuses that are customarily paid in 2013. The increase in these percentages is not necessarily indicative of a decision by the Compensation Committee to increase bonuses paid to the executive officers of the Company. Any such decisions will be made by the Compensation Committee in 2013 after full deliberation regarding the Company's performance for the full year of 2012. All other terms and conditions of the Company's compensatory arrangements with these executive officers remain unchanged.

EXHIBIT 31.1

CERTIFICATION

I, Jack A. Khattar, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Supernus Pharmaceuticals, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 2, 2012

By: /s/ Jack A. Khattar

Jack A. Khattar

President and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION

I, Gregory S. Patrick, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Supernus Pharmaceuticals, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 2, 2012

By: /s/ Gregory S. Patrick

Gregory S. Patrick

Vice President and Chief Financial Officer

EXHIBIT 32.1

SUPERNUS PHARMACEUTICALS, INC.

CERTIFICATION PURSUANT TO

18 U.S.C. sec. 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Supernus Pharmaceuticals, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jack A. Khattar, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. sec. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 2, 2012

By: /s/ Jack A. Khattar

Jack A. Khattar

President and Chief Executive Officer

EXHIBIT 32.2

SUPERNUS PHARMACEUTICALS, INC.

CERTIFICATION PURSUANT TO

18 U.S.C. sec. 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Supernus Pharmaceuticals, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Gregory S. Patrick, Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. sec. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 2, 2012

By: /s/ Gregory S. Patrick

Gregory S. Patrick

Vice President and Chief Financial Officer