

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Khattar Jack A.</u>  (Last) (First) (Middle) C/O SUPERNUS PHARMACEUTICALS, INC. 9715 KEY WEST AVENUE  (Street) ROCKVILLE MD 20850  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SUPERNUS PHARMACEUTICALS, INC.</u> [ SUPN ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President, CEO
	3. Date of Earliest Transaction (Month/Day/Year) 08/16/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/16/2022		M <sup>(1)</sup>		39,530	A	\$0 <sup>(1)</sup>	799,431	D	
Common Stock	08/16/2022		M <sup>(2)</sup>		9,182 <sup>(2)</sup>	D	\$34.013 <sup>(3)</sup>	790,249	D	
Common Stock	08/16/2022		S <sup>(1)</sup>		14,690	D	\$34.013 <sup>(3)</sup>	775,559	D	
Common Stock								1,047,700	I	By the KBT Trust
Common Stock								4,000 <sup>(4)</sup>	I	By son

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Appreciation Right	\$7.9	08/16/2022		M <sup>(1)</sup>		39,530		(5)	02/05/2023	Common Stock	39,530	\$0	5,895	D	

**Explanation of Responses:**

- Transaction made pursuant to a 10b5-1 trading plan adopted June 12, 2022.
- Pursuant to the terms of the stock appreciation right ("SAR"), upon settlement of the SAR the Reporting Person is entitled to receive shares of common stock in an amount equal to the excess of the fair market value of the common stock on the date of exercise over the base value per share of common stock established at the time the SAR was granted. This transaction reports the number of shares of common stock equal to the difference between the number of shares underlying the exercised SAR and the number of shares issued to the Reporting Person.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.00 to \$34.07, inclusive. The Reporting Person undertakes to provide to Supernus Pharmaceuticals, Inc. ("Supernus"), any security holder of Supernus, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3) to this Form 4.
- The Reporting Person disclaims beneficial ownership of the shares held by his son, who shares the Reporting Person's household, and this report should not be deemed an admission that the Reporting Person is the beneficial owner of his son's shares for purposes of Section 16 or for any other purpose.
- The stock appreciation right vested in four equal annual installments beginning on February 5, 2014.

/s/ Timothy C. Dec, as attorney- 08/18/2022  
in-fact

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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