UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **October 19, 2012**

Supernus Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of Incorporation)

0-50440	**20-2590184**
(Commission File Number)	(IRS Employer Identification No.)
1550 East Gude Drive, Rockville MD	**20850**
(Address of principal executive offices)	(Zip Code)

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

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors and Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(e) Modification of 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.

Item 8.01 Other Events

On October 19, 2012, Supernus Pharmaceuticals, Inc. (the "Company") received approval from the Food & Drug Administration (the "FDA") for Oxtellar XR™, a novel once-daily extended release formulation of oxcarbazepine (formerly known as SPN-804). The Company plans to launch Oxtellar XR™ in the first quarter of 2013.

On October 22, 2012, the Company issued a press release to announce the receipt of this approval from the FDA, a copy of which is filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

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

Exhibit 99.1 — Press Release dated October 22, 2012 of the Company regarding receipt of approval of Oxtellar XR™ from the FDA.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SUPERNUS PHARMACEUTICALS, INC.

DATED: October 22, 2012

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

EXHIBIT INDEX

Number	Description	
99.1	Press Release dated October 22, 2012	Attached

Exhibit 99.1

FOR IMMEDIATE RELEASE

Supernus Receives FDA Approval for Oxtellar XR™ in Epilepsy

Second Product Approval Following Tentative Approval of Trokendi XR™

Rockville, MD, October 22, 2012 —Supernus Pharmaceuticals, Inc. (NASDAQ: SUPN), a specialty pharmaceutical company, received approval from the Food & Drug Administration (the "FDA") for Oxtellar XR , a novel once-daily extended release formulation of oxcarbazepine (formerly known as SPN-804).

The approval letter states that the FDA has completed its review of the application and that Oxtellar XR is approved effective October 19, 2012 for use as recommended in the agreed-upon labeling. The FDA granted a waiver for the pediatric study requirement for ages birth to one month and a deferral for submission of post-marketing assessments for children 1 month to 6 years of age. The post-marketing pharmacokinetic assessments are due in 2016 followed by clinical assessments in 2021.

"This is excellent news for Supernus and patients with epilepsy. We are very excited for having obtained two NDA approvals since our IPO in May of 2012; tentative approval on Trokendi XR**™** received in June and now final approval on Oxtellar XR. We are committed to the epilepsy community and very much look forward to making our products available to patients, " said Jack Khattar, Chief Executive Officer, President and Director of Supernus.

"This approval represents a significant milestone for Supernus in realizing its vision of becoming a leading CNS specialty pharmaceutical company. We will now focus on completing the build- out of our commercial organization including, hiring, training and deploying our field sales force to launch Oxtellar XR in the first quarter of 2013. I would like to take this opportunity to thank all Supernus employees for a remarkable achievement in developing and advancing two NDAs in a relatively short period of time by industry standards. Also, I would like to thank our advisors and clinical investigators for their assistance in completing the clinical development of Oxtellar XR. The approval of Oxtellar XR adds to our proven and long track record of developing novel and differentiated products using our technologies and expertise," added Jack Khattar.

About Oxtellar XR™

Formerly known as SPN-804, Oxtellar XR is a novel once- daily extended release formulation of oxcarbazepine. Oxtellar XR™ is an antiepileptic drug (AED) indicated for adjunctive therapy in the treatment of partial seizures in adults and in children 6 to 17 years of age. The recommended daily dose for adults is 1200 mg to 2400 mg once per day, and for children 6 to 17 years of age is 900mg to 1800mg depending on weight. The product will be available in 150mg, 300mg and 600 mg extended-release tablets.

For full prescribing and safety information, click here.

About Supernus Pharmaceuticals, Inc.

Supernus Pharmaceuticals, Inc. is a specialty pharmaceutical company focused on developing and commercializing products for the treatment of central nervous system, or CNS, diseases. The company is developing several product candidates in neurology and psychiatry to address large market opportunities in epilepsy and ADHD including ADHD patients with impulsive aggression. These product candidates include Trokendi XR (extended-release topiramate), and Oxtellar XR (extended-release oxcarbazepine) for epilepsy, SPN-810 for impulsive aggression in ADHD and SPN-812 for ADHD.

Forward Looking Statements

This press release contains forward-looking statements regarding the potential for Trokendi XR and Oxtellar XR to treat epilepsy, their approval, and the timing of their availability to physicians. Actual results may differ materially from those in these forward-looking statements as a result of various factors, including, but not limited to, risks regarding the company's ability to obtain final approval for its products, commercialize its products successfully, whether physicians will prescribe and patients will use its products, once available, and competition in their respective markets. For a further description of these and other risks facing the company, please see the risk factors described in the company's Registration Statement on Form S-1 that was filed with the United States Securities and Exchange Commission and the amendments thereto, including those factors discussed under the caption "Risk Factors" in those filings. Forward-looking statements speak only as of the date of this press release, and the company undertakes no obligation to update or revise these statements, except as may be required by law.

CONTACTS:
Jack Khattar, President & CEO
Gregory S. Patrick, Vice President and CFO
Supernus Pharmaceuticals, Inc.
Tel: (301) 838-2591