
**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): **May 3, 2016**

Supernus Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
Incorporation)

001-35518

(Commission File Number)

20-2590184

(IRS Employer Identification No.)

1550 East Gude Drive, Rockville MD

(Address of principal executive offices)

20850

(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))
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Item 2.02 Results of Operations and Financial Condition.

On May 3, 2016, Supernus Pharmaceuticals, Inc. (“Supernus” or the “Company”) issued a press release regarding its financial results for the first quarter ended March 31, 2016. A copy of this release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

As previously announced, Supernus will host a conference call at 9:00 a.m. Eastern Time (6:00 a.m. Pacific Time) on Wednesday, May 4, 2016, to present the financial results. A live webcast will be available at www.supernus.com. The webcast will be archived on the Company’s website for 60 days following the live call. Callers should dial in approximately 10 minutes prior to the start of the call. The phone number to join the conference call is +1 (877) 288-1043 (U.S. and Canada) or +1 (970) 315-0267 (international). The access code for the live call is 94042155.

The information in this Item 2.02 (including Exhibit 99.1) is being “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date of this report, except as shall be expressly set forth by specific reference in such filing.

This Current Report on Form 8-K contains “forward-looking statements” that do not convey historical information, but relate to predicted or potential future events, such as statements of our plans, strategies and intentions. These statements can often be identified by the use of forward-looking terminology such as “believe,” “expect,” “intend,” “may,” “will,” “should,” or “anticipate” or similar terminology. All statements other than statements of historical facts included in this Current Report on Form 8-K are forward-looking statements. All forward-looking statements speak only as of the date of this Current Report on Form 8-K. Except for Supernus’ ongoing obligations to disclose material information under the federal securities laws, Supernus undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In addition to the risks and uncertainties of ordinary business operations and conditions in the general economy and the markets in which Supernus competes, the forward-looking statements of Supernus contained in this Current Report on Form 8-K are also subject various risks and uncertainties, including those set forth in Item 1A, “Risk Factors,” in Supernus’ Annual Report on Form 10-K for the fiscal year ended December 31, 2015, which the Company filed on March 9, 2016.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibit

The following document is furnished as an Exhibit pursuant to Item 2.02 hereof:

Exhibit 99.1 — Press Release Dated May 3, 2016.

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.

DATED: May 3, 2016

SUPERMUS PHARMACEUTICALS, INC.

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

EXHIBIT INDEX

Number	Description	
99.1	Press Release Dated May 3, 2016.	Attached



Supernus Announces First Quarter 2016 Financial Results

- First quarter 2016 product prescriptions totaled 114,773, representing a 49.7% increase over the first quarter of 2015.
- Net product sales for first quarter 2016 were \$43.0 million, a 53.1% increase over the first quarter of 2015.
- Operating income for first quarter 2016 was \$5.3 million, a 55.0% increase over the first quarter of 2015.
- Diluted earnings per share in the first quarter were \$0.08 compared to \$0.02 in the same period last year.
- The Company remains on track to have data available from the Phase III program for SPN-810, for the treatment of Impulsive Aggression in ADHD, by mid-2017 and from the Phase IIb program for SPN-812, for the treatment of ADHD, by early 2017.

Rockville, Md., May 3, 2016 - Supernus Pharmaceuticals, Inc. (NASDAQ: SUPN), a specialty pharmaceutical company focused on developing and commercializing products for the treatment of central nervous system (CNS) diseases, today reported financial results for first quarter 2016 and associated company developments.

Commercial Update

First quarter 2016 product prescriptions for Trokendi XR[®] and Oxtellar XR[®], as reported by IMS, totaled 114,773, a 49.7% increase over the first quarter of 2015.

	Prescriptions		Change %
	Q1 2016	Q1 2015	
Trokendi XR	85,987	55,227	55.7%
Oxtellar XR	28,786	21,463	34.1%
Total	114,773	76,690	49.7%

Source Data: Product prescriptions as reported by IMS

Total revenue for the first quarter of 2016 was \$43.1 million, a 53.1% increase over \$28.1 million in the same period last year. Total revenue for both periods consisted almost exclusively of net product sales.

	Net Product Sales (\$mil.)		Change %
	Q1 2016	Q1 2015	
Trokendi XR	\$ 32.3	\$ 20.9	54.5%
Oxtellar XR	\$ 10.7	\$ 7.2	49.3%
Total	\$ 43.0	\$ 28.1	53.1%

Consistent with industry trends and the Company's experience in the first quarter last year, product prescriptions and net product sales for Trokendi XR and Oxtellar XR were unfavorably impacted by the reset of insurance coverage at the beginning of the year, with high deductible and high co-pay programs. Additionally, changes in wholesaler inventory levels and ordering patterns during the first quarter of 2016 had the effect of reducing net product sales by approximately \$3 million in the first quarter of 2016.

"Our business continues to post strong growth compared to last year. Total first quarter IMS prescriptions, and net product sales grew by 50% or more compared to the same period last year. We continue to build on the momentum we finished with last year promoting the benefits of our products to patients with epilepsy," said Jack Khattar, President and CEO of Supemus Pharmaceuticals.

Regarding our supplemental new drug application requesting approval to expand the Trokendi XR label to include treatment of migraine in adults, we are ready to launch the new migraine indication once we receive full approval from the FDA.

Progress of Product Pipeline

Enrollment continues for both Phase III trials for SPN-810, which is currently in development for Impulsive Aggression in patients who have ADHD, and for the Phase IIb trial for SPN-812, currently in development for ADHD. The Company continues to expect Phase III data for SPN-810 to be available by mid 2017, and data from the SPN-812 Phase IIb trial to be available by early 2017.

"In addition to our recent findings on the favorable emerging clinical profile of SPN-812 as it relates to adverse events, we completed the evaluation of the cardiac effects portion of the single ascending and multiple ascending dose study. We are pleased to report that there was no clinically significant change in QT interval and other ECG parameters. We believe these additional safety data in adult healthy volunteers, which show a lack of cardiac effects, are very encouraging and further strengthen the differentiation of SPN-812," said Jack Khattar.

Collaboration Update

Shire recently announced positive results of SHP465 in a safety and efficacy study in children and adolescents with ADHD. The study addresses a key U.S. Food and Drug Administration (FDA) requirement, keeping SHP465 on track for resubmission in the fourth quarter of 2016 and a potential launch in the second half of 2017, if it is approved by the FDA. SHP465 was originally developed by Shire Laboratories, the former division of Shire that subsequently became Supemus Pharmaceuticals. Based on the agreement between Supemus and Shire, Shire will pay to Supemus a single-digit percentage royalty on net sales of the product.

Operating Expenses

Research and development expenses in the first quarter of 2016 were \$10.6 million, as compared to \$3.7 million in the same quarter the prior year. This increase is primarily due to the ongoing Phase III testing of SPN-810 and Phase IIb testing of SPN-812.

Selling, general and administrative expenses in the first quarter of 2016 were \$25.2 million, as compared to \$19.4 million in the same quarter the prior year. The increase is primarily due to the continued increase in our sales and marketing efforts for both Trokendi XR and Oxtellar XR and the efforts in preparing for the launch of the migraine indication for Trokendi XR.

Operating Income and Earnings Per Share

Operating income in the first quarter of 2016 was \$5.3 million, an increase of 55.0% over operating income of \$3.4 million in the same period last year. This improvement in operating income is primarily due to the increase in net product sales.

Diluted earnings per share were \$0.08 in the first quarter ended March 31, 2016, compared to \$0.02 in the same period last year.

Weighted-average diluted common shares outstanding were approximately 51.2 million in the first quarter of 2016, as compared to approximately 44.9 million in the same period the prior year.

Capital Resources

As of March 31, 2016, the Company had \$114.0 million in cash, cash equivalents, marketable securities, and long term marketable securities, as compared to \$117.2 million at December 31, 2015. As of March 31, 2016, approximately \$6.6 million of the Company's six year, \$90 million notes, bearing interest at 7.5% per annum, remain outstanding.

Financial Guidance

For full year 2016, the Company reiterates its expectation that net product sales will range from \$200 million to \$210 million, R&D expenses to range from \$55 million to \$65 million, and operating income to range from \$28 million to \$35 million.

Conference Call Details

The Company will hold a conference call hosted by Jack Khattar, President and Chief Executive Officer, and Greg Patrick, Vice President and Chief Financial Officer, to discuss these results at 9:00 a.m. ET, on Wednesday, May 4, 2016. An accompanying webcast also will be provided.

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

Conference dial-in:	(877) 288-1043
International dial-in:	(970) 315-0267
Conference ID:	94042155
Conference Call Name:	Supernus Pharmaceuticals 1Q 2016 Earnings Conference Call

Following the live call, a replay will be available on the Company's website, www.supernus.com, under 'Investors'.

About Supernus Pharmaceuticals, Inc.

Supernus Pharmaceuticals, Inc. is a specialty pharmaceutical company focused on developing and commercializing products for the treatment of central nervous system diseases. The Company has two marketed products for epilepsy, Oxtellar XR[®] (extended-release oxcarbazepine) and Trokendi XR[®] (extended-release topiramate). The Company is also developing several product candidates to address large market opportunities in psychiatry, including SPN-810 for the treatment of Impulsive Aggression in ADHD patients and SPN-812 for the treatment of ADHD.

Forward-Looking Statements:

This press release includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements do not convey historical information, but relate to predicted or potential future events that are based upon management's current expectations. These statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements. In addition to the factors mentioned in this press release, such risks and uncertainties include, but are not limited to, the Company's ability to sustain and increase its profitability; the Company's ability to raise sufficient capital to fully implement its corporate strategy; the implementation of the Company's corporate strategy; the Company's future financial performance and projected expenditures; the Company's ability to increase the number of prescriptions written for each of its products; the Company's ability to increase its net revenue; the Company's ability to enter into future collaborations with pharmaceutical companies and academic institutions or to obtain funding from government agencies; the Company's product research and development activities, including the timing and progress of the Company's clinical trials, and projected expenditures; the Company's ability to receive, and the timing of any receipt of, regulatory approvals to develop and commercialize the Company's product candidates; the Company's ability to protect its intellectual property and operate its business without infringing upon the intellectual property rights of others; the Company's expectations regarding federal, state and foreign regulatory requirements; the therapeutic benefits, effectiveness and safety of the Company's product candidates; the accuracy of the Company's estimates of the size and characteristics of the markets that may be addressed by its product candidates; the Company's ability to increase its manufacturing capabilities for its products and product candidates; the Company's projected markets and growth in markets; the Company's product formulations and patient needs and potential funding sources; the Company's staffing needs; and other risk factors set forth from time to time in the Company's SEC filings made pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended. The Company undertakes no obligation to update the information in this press release to reflect events or circumstances after the date hereof or to reflect the occurrence of anticipated or unanticipated events.

Supernus Pharmaceuticals, Inc.
Condensed Consolidated Balance Sheets
(in thousands)

	<u>March 31, 2016</u> (unaudited)	<u>December 31, 2015</u>
Cash, cash equivalents and marketable securities	\$ 45,257	\$ 62,190
Accounts receivable, net	30,651	25,908
Inventories, net	13,044	12,587
Prepaid expenses and other current assets	5,003	5,261
Total Current Assets	<u>93,955</u>	<u>105,946</u>
Long term marketable securities	68,790	55,009
Property and equipment, net	3,866	3,874
Deferred legal fees	11,444	22,503
Intangible assets, net	16,108	976
Other non-current assets	311	318
Total Assets	<u>\$ 194,474</u>	<u>\$ 188,626</u>
Accounts payable	\$ 2,646	\$ 4,314
Accrued sales deduction	28,697	26,794
Accrued expenses	22,573	24,813
Deferred licensing revenue	208	176
Total Current Liabilities	<u>54,124</u>	<u>56,097</u>
Deferred licensing revenue, net of current portion	1,658	1,390
Convertible notes, net of discount	5,627	7,085
Other non-current liabilities	4,391	4,325
Derivative liabilities	535	854
Total Liabilities	<u>66,335</u>	<u>69,751</u>
Total Stockholders' Equity	<u>128,139</u>	<u>118,875</u>
Total Liabilities & Stockholders' Equity	<u>\$ 194,474</u>	<u>\$ 188,626</u>

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

	Three Months ended March 31,	
	2016	2015
	(unaudited)	
Revenue		
Net product sales	\$ 43,025	\$ 28,097
Licensing revenue	50	36
Total revenue	43,075	28,133
Costs and expenses		
Cost of product sales	2,035	1,618
Research and development	10,562	3,683
Selling, general and administrative	25,160	19,402
Total costs and expenses	37,757	24,703
Operating income	5,318	3,430
Other income (expense)		
Interest income	331	113
Interest expense	(179)	(381)
Changes in fair value of derivative liabilities	101	(49)
Loss on extinguishment of debt	(382)	(2,134)
Other income	(4)	—
Total other expense	(133)	(2,451)
Earnings before income taxes	5,185	979
Income tax expense	198	62
Net income	\$ 4,987	\$ 917
Income per common share:		
Basic	\$ 0.10	\$ 0.02
Diluted	\$ 0.08	\$ 0.02
Weighted-average number of common shares:		
Basic	49,240,099	44,563,299
Diluted	51,152,072	44,901,298

CONTACTS:

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