

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>Abingworth Management LTD</u> (Last) (First) (Middle) <u>PRINCES HOUSE</u> <u>38 JERMYN STREET</u> (Street) <u>LONDON X0 SW1Y 6DN</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/30/2012</u>	3. Issuer Name and Ticker or Trading Symbol <u>SUPERNUS PHARMACEUTICALS INC [SUPN]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Series A Convertible Preferred Stock</u>	<u>02/14/2006</u>	<u>(1)</u>	<u>Common Stock, par value \$0.001 per share</u> <u>2,500,000</u>	<u>(1)</u>	<u>I(2)</u>	<u>See Note(2)</u>

Explanation of Responses:

- The shares of Series A Convertible Preferred Stock, par value \$0.001 per share ("Preferred Stock"), of Supernus Pharmaceuticals, Inc. (the "Issuer"), will convert automatically into the number of shares of common stock, par value \$0.001 per share, of the Issuer set forth in Table II above, without the payment to the Issuer of any consideration, upon the closing of the Issuer's initial public offering. The shares of Preferred Stock do not have an expiration date.
- Abingworth Management LTD (the "Reporting Person") is the investment manager to a number of investment funds that include Abingworth Bioventures IV LP ("ABV IV") and Abingworth Bioventures IV Executives LP ("ABV IV Execs") (together, the "Abingworth Funds"). ABV IV holds 9,915,000 shares of Preferred Stock and ABV IV Execs holds 85,000 shares of Preferred Stock. The Reporting Person holds the reported securities indirectly through the Abingworth Funds. The Reporting Person's interest in the securities reported herein is limited to the extent of its pecuniary interest, if any, in the Abingworth Funds. This report shall not be deemed an admission that the Reporting Person, either Abingworth Fund or any other person is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Remarks:

/s/ John Heard 04/30/2012
 ** 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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.