# 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): **March 6, 2017**

# Supernus Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

| | |
|---|---|
| **Delaware** | |
| (State or other jurisdiction of Incorporation) | |
| **001-35518** | **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 1.01 Entry into a Material Definitive Agreement.**

On March 6, 2017, Supernus Pharmaceuticals, Inc. ("Supernus" or the "Company") entered into Settlement and License Agreements (the "Agreements") with Zydus Pharmaceutical (USA), Inc. and Cadila Healthcare Limited (collectively, "Zydus"), to settle ongoing patent litigation regarding Zydus' filing of an Abbreviated New Drug Application ("ANDA") seeking approval to market a generic version of the Company's Trokendi XR® (extended-release topiramate) capsules. The ANDA included a paragraph IV certification seeking approval to engage in the manufacture, use and sale of the Zydus product prior to the expiration of United States Patent Nos. 8,298,576 (the "'576 Patent"), 8,298,580 (the "'580 Patent"), 8,663,683 (the "'683 Patent"), 8,877,248 (the "'248 Patent"), 8,889,191 (the "'191 Patent"), and 8,992,989 (the "'989 Patent," and together with the '576 Patent, the '580 Patent, the '683 Patent, the '248 Patent, and the '191 Patent, the "Patents-in-Suit").

Under the terms of the Agreements, Zydus admits, solely with respect to the Zydus ANDA and the Zydus product, that the claims of the Patents-in-Suit asserted at the time of the execution of the Agreements were infringed by the filing of the Zydus ANDA and, absent a license from the Company, would be infringed by the manufacture, use, sale, offer for sale, or importation of the Zydus product in the United States. Zydus also admits, solely with respect to the Zydus ANDA and the Zydus product, that the Patents-in-Suit, and all the claims contained therein, are valid and enforceable. Under the Agreements, the Company grants to Zydus a non-exclusive license to the Patents-in-Suit to manufacture, have manufactured, import, use and market a generic version of Trokendi XR® in the United States beginning on January 1, 2023, or earlier under certain circumstances, and Zydus will make royalty payments to the Company. The Company retains the right itself or through an affiliate to market an authorized generic product and grant additional licenses under the Patents-in-Suits to third parties.

**Item 8.01 Other Events.**

On March 6, 2017, the Company issued a press release announcing a settlement with Zydus of ongoing patent litigation regarding Zydus' filing of an ANDA seeking approval to market a generic version of the Company's Trokendi XR® (extended-release topiramate) capsules. A copy of this press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibit

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

Exhibit 99.1 — Press Release Dated March 6, 2017.

**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: March 8, 2017

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

**EXHIBIT INDEX**

| Number | Description | |
|---|---|---|
| 99.1 | Exhibit 99.1 — Press Release Dated March 6, 2017. | Attached |

**Exhibit 99.1**

**Supernus Announces Settlement with Zydus on Trokendi XR® Patent Litigation**

ROCKVILLE, Md., March 6, 2017 — Supernus Pharmaceuticals, Inc. (Nasdaq: SUPN), a specialty pharmaceutical company focused on developing and commercializing products for the treatment of central nervous system diseases, announced that it has entered into a settlement agreement with Zydus Pharmaceutical (USA), Inc. and Cadila Healthcare Limited (collectively, "Zydus") involving the ongoing patent litigation regarding Zydus' Abbreviated New Drug Application (ANDA) seeking approval to market generic versions of Supernus' Trokendi XR® (extended-release topiramate) capsules. The settlement agreement permits Zydus to begin selling a generic version of Trokendi XR® on January 1, 2023, or earlier under certain circumstances. The agreement will be submitted to the applicable governmental agencies.

Supernus intends to continue its vigorous enforcement of its patent rights for Trokendi XR®. Patent protection for Trokendi XR® expires no earlier than 2027.

Supernus is represented by attorneys from Haug Partners LLP and its corporate counsel, Saul Ewing LLP.

**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 contains forward-looking statements regarding the Company's ability to defend and enforce its intellectual property rights covering Trokendi XR®. Actual results may differ materially from those in these forward-looking statements as a result of various factors, including, but not limited to, the ability of Supernus to finance potential litigation and to prevail in any such proceeding to successfully defend its intellectual property rights. For a further description of these and other risks facing the Company, please see the risk factors described in the Company's 2015 Annual Report Form 10-K/A that was filed with the United States Securities and Exchange Commission on January 20, 2017 under the caption "Risk Factors". 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.

**Contact:**

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Gregory S. Patrick, Vice President and CFO
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