
**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 20, 2014**

Supernus Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
Incorporation)

0-50440

(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 5.07 Submission of Matters to a Vote of Security Holders.

On May 22, 2014, Supemus Pharmaceuticals, Inc. (the “Company”) held its annual meeting of stockholders (the “Annual Meeting”). The definitive proxy statement pertaining to the Annual Meeting was previously filed by the Company with the Securities and Exchange Commission on April 7, 2014. As of the close of business on March 31, 2014, there were 42,046,083 shares of common stock outstanding and entitled to vote. The tabulation of votes for each proposal voted on by the stockholders was as follows:

Proposal 1: Election of Class II Directors, each to serve until the Annual Meeting of the Company in 2017.

Name	Votes For	Votes Withheld	Broker Non-Votes
Frederick M. Hudson	30,055,532	155,731	7,456,312
Charles W. Newhall, III	28,238,749	1,972,514	7,456,312

Proposal 2: Ratification of the flexible settlement feature with respect to future potential conversions of the 7.5% Convertible Senior Secured Notes due 2019.

Votes For	Votes Against	Abstain	Broker Non-Votes
30,077,255	122,263	11,745	7,456,312

Proposal 3: Ratification to amend the Supemus Pharmaceuticals, Inc. 2012 Equity Incentive Plan to increase the number of shares available under the plan.

Votes For	Votes Against	Abstain	Broker Non-Votes
29,851,773	346,190	13,300	7,456,312

Proposal 4: Ratification to amend the Supemus Pharmaceuticals, Inc. 2012 Employee Stock Purchase Plan to increase the number of shares available under the plan.

Votes For	Votes Against	Abstain	Broker Non-Votes
30,031,994	170,119	9,150	7,456,312

Proposal 5: Ratification of the appointment of Emst & Young LLP as the Company’s independent public accounting firm for the fiscal year ending December 31, 2014.

Votes For	Votes Against	Abstain
37,256,393	385,183	25,999

Item 8.01 Other Events

On May 20, 2014, Supernus issued a press release to announce the receipt of a \$2.0 million milestone payment under United Therapeutics' license agreement with the Company. A copy of this press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

On May 21, 2014, Supernus issued a press release announcing that the Company will provide a business update and will be hosting investor meetings during the Jefferies Healthcare Conference on June 4, 2014. A copy of this press release is furnished as Exhibit 99.2 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following documents are furnished as Exhibits pursuant to Item 8.01 hereof:

Exhibit 99.1 — Press Release dated May 20, 2014.

Exhibit 99.2 — Press Release dated May 21, 2014.

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 22, 2014

SUPERNUS PHARMACEUTICALS, INC.

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

EXHIBIT INDEX

<u>Number</u>	<u>Description</u>	
99.1	Press Release dated May 20, 2014.	Attached
99.2	Press Release dated May 21, 2014.	Attached



FOR IMMEDIATE RELEASE

Supernus Receives \$2 Million Milestone for United Therapeutics' Launch of Orenitram™

Rockville, MD, May 20, 2014 —Supernus Pharmaceuticals, Inc. (NASDAQ: SUPN) today announced that United Therapeutics Corporation (NASDAQ: UTHR) has paid Supernus a \$2 million milestone payment under United Therapeutics' license agreement with Supernus. This payment was due upon the launch of Orenitram™ (treprostinil) Extended-Release Tablets for the treatment of pulmonary arterial hypertension, in the United States. Orenitram™ utilizes a Supernus patented technology platform. In addition to the launch milestone, Supernus will receive royalties on net sales of Orenitram™, and may become entitled to additional milestone payments.

“We are pleased to have played a role in helping to bring Orenitram™ to patients and their physicians as an important new therapy option,” said Jack A. Khattar, President and CEO of Supernus. “Over the life of the product, we expect to receive significant recurring royalty revenue from United Therapeutics' commercialization of Orenitram™.”

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 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 in psychiatry to address large market opportunities in ADHD, including ADHD patients with impulsive aggression. These product candidates include 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 net sales of Orenitram™ and United Therapeutics' willingness and ability to pay future royalties and milestone payments as they become due under the License Agreement with Supernus, or the significance of such payments. 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 A. Khattar, President and CEO
Gregory S. Patrick, Vice President and CFO
Supernus Pharmaceuticals, Inc.
Tel: (301) 838-2591



Supernus to Present at Jefferies Healthcare Conference in June

Rockville, MD, May 21, 2014 - Supernus Pharmaceuticals, Inc. (NASDAQ: SUPN), a specialty pharmaceutical company, today announced that the Company's management will provide a business update and will be hosting investor meetings during the Jefferies Healthcare Conference.

Date: Wednesday, June 4

Presentation Time: 11:00 am ET

Place: Grand Hyatt Hotel, NYC

Investors interested in arranging a meeting during this conference should contact via email Isabel Zakoscielny at izakoscielny@jefferies.com.

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 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 in psychiatry to address large market opportunities in ADHD, including ADHD patients with impulsive aggression. These product candidates include SPN-810 for impulsive aggression in ADHD and SPN-812 for ADHD.

CONTACTS:

Jack A. Khattar, President and CEO

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Supernus Pharmaceuticals, Inc.

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