

OMB APPROVAL	
OMB Number:	3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* <b>ORBIMED ADVISORS LLC</b>  (Last) (First) (Middle) <b>601 LEXINGTON AVENUE</b> <b>54TH FLOOR</b>  (Street) <b>NEW YORK NY 10022</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>SUPERNUS PHARMACEUTICALS INC [ SUPN ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/12/2013</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/12/2013		S		110,700	D	\$7.5218 <sup>(1)</sup>	2,291,900	I	See Footnotes <sup>(3)(4)(6)</sup>
Common Stock	02/12/2013		S		41,483	D	\$7.5218 <sup>(1)</sup>	858,100	I	See Footnotes <sup>(3)(5)(6)</sup>
Common Stock	02/13/2013		S		108,900	D	\$7.5757 <sup>(2)</sup>	2,183,000	I	See Footnotes <sup>(3)(4)(6)</sup>
Common Stock	02/13/2013		S		41,100	D	\$7.5757 <sup>(2)</sup>	817,000	I	See Footnotes <sup>(3)(5)(6)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <b>ORBIMED ADVISORS LLC</b>  (Last) (First) (Middle) <b>601 LEXINGTON AVENUE</b> <b>54TH FLOOR</b>  (Street) <b>NEW YORK NY 10022</b>  (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
<u>ISALY SAMUEL D</u>		
(Last)	(First)	(Middle)
601 LEXINGTON AVENUE 54TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>ORBIMED CAPITAL GP II LLC</u>		
(Last)	(First)	(Middle)
601 LEXINGTON AVENUE 54TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City) (State) (Zip)		

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.46 to \$7.60, inclusive. Upon request, the Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Securities and Exchange Commission, full information regarding the shares sold at each separate price within the ranges set forth in footnote (1) of this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.57 to \$7.66, inclusive. Upon request, the Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Securities and Exchange Commission, full information regarding the shares sold at each separate price within the ranges set forth in footnote (2) of this Form 4.
- The shares of the Issuer's common stock ("Shares") reported herein as indirectly beneficially owned by OrbiMed Capital GP II LLC ("GP II"), OrbiMed Advisors LLC ("Advisors") and Samuel D. Isaly ("Isaly") are directly owned by OrbiMed Private Investments II, LP ("OPI II") and OrbiMed Private Investments II (QP), LP ("OPI II QP"). Each of GP II, Advisors, and Isaly may be deemed to have a pecuniary interest in Shares beneficially owned by OPI II and OPI II QP. This Form 4 is being jointly filed by GP II, Advisors and Isaly.
- These Shares are beneficially owned by OPI II. GP II is the general partner of OPI II. Advisors is the managing member of GP II. Advisors and GP II may be deemed to have beneficial ownership of Shares held by OPI II by virtue of such relationships. Isaly may be deemed to have beneficial ownership of such Shares in his capacity as the managing member of, and holder of a controlling interest, in Advisors.
- These Shares are beneficially owned by OPI II QP. GP II is the general partner of OPI II QP. Advisors is the managing member of GP II. Advisors and GP II may be deemed to have beneficial ownership of Shares held by OPI II QP by virtue of such relationships. Isaly may be deemed to have beneficial ownership of such Shares in his capacity as the managing member of, and holder of a controlling interest, in Advisors.
- Each Advisors and Isaly disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its or his pecuniary interest therein, if any. This report shall not be deemed an admission that the Reporting Persons are beneficial owners for the purpose of Section 16 of the Exchange Act, or for any other purpose.

/s/ Samuel D. Isaly                      02/14/2013

\*\* 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 4 (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.