
**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): **August 10, 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 5.02 Departure of Directors and Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) Resignation of Director

On August 10, 2016, Dr. M. James Barrett, Ph.D. tendered his resignation from the Board of Directors of Supernus Pharmaceuticals, Inc. (“Supernus” or the “Company”), effective immediately. Dr. Barrett, currently Partner Emeritus at New Enterprise Associates (NEA), a venture capital firm that focuses on the life sciences and information technology industries, had served as the Chairman of the Board of Directors since 2005 when NEA was the lead investor in Supernus. Dr. Barrett’s resignation is consistent with NEA’s exit from Supernus late last year, and with his need to devote his energies going forward towards the current board positions he holds in connection with the NEA portfolio of investments. In addition to serving as Chairman of the Board of the Company, Dr. Barrett was Chairman of the Company’s Compensation Committee and a member of the Governance and Nominating Committee.

The Company also announced that the Board unanimously elected Charles W. Newhall, III, a current independent director, as Chairman. Mr. Newhall has served as a member of the Company’s Board since 2005, and currently serves as Chair of the Governance and Nominating Committee. He started several healthcare information technology companies, including PatientKeeper, TargetRx, and LifeMetrix. He currently serves on the Boards of Interfusion, Neuropace, and Vitae Pharmaceuticals, and as Chairman Emeritus of the Industry Advisory Board for Greenspring Associates. In 1977, Mr. Newhall co-founded NEA from which he retired in 2012. Prior to that, he was a Vice President of T. Rowe Price. Mr. Newhall is a decorated Vietnam veteran and has an MBA from the Harvard Business School.

A copy of the press release regarding the resignation is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibit

The following document is furnished as an Exhibit pursuant to Item 5.02 hereof:

Exhibit 99.1 — Press Release Dated August 12, 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.

SUPERNUS PHARMACEUTICALS, INC.

DATED: August 12, 2016

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 August 12, 2016.	Attached



Supernus Announces Resignation of Dr. James Barrett from Board of Directors; Charles W. Newhall, III Elected Chairman

Rockville, Md., August 12, 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 announced that Dr. M. James Barrett, Ph.D., has resigned from its Board of Directors effective August 10, 2016.

Dr. Barrett, currently Partner Emeritus at New Enterprise Associates (NEA), a venture capital firm that focuses on the life sciences and information technology industries, had served as the Chairman of the Board of Directors since 2005 when NEA was the lead investor in Supernus. Dr. Barrett's resignation is consistent with NEA's exit from Supernus late last year, and with his need to devote his energies going forward towards the current board positions he holds in connection with the NEA portfolio of investments. With the announcement of Dr. Barrett's departure, the Board unanimously elected Charles W. Newhall, III, a current independent director, as Chairman. The Company now has six directors.

Mr. Newhall has served as a member of our Board since 2005, and currently serves as Chair of the Governance and Nominating Committee. He started several healthcare information technology companies, including PatientKeeper, TargetRx, and LifeMetrix. He currently serves on the Boards of Interfusion, Neuropace, and Vitae Pharmaceuticals, and as Chairman Emeritus of the Industry Advisory Board for Greenspring Associates. In 1977, Mr. Newhall co-founded NEA from which he retired in 2012. Prior to that, he was a Vice President of T. Rowe Price. Mr. Newhall is a decorated Vietnam veteran and has an MBA from the Harvard Business School.

"I am excited by the opportunity to chair the Board of Directors of this fast growing, innovative company," said Newhall. "I look forward to leading the Board and working closely with the management team to continue to deliver value for all of our stakeholders. I would like to thank Jim for his leadership, expertise and insights, and wish him well with his other endeavors."

Supernus Chief Executive Officer and member of the Board of Directors, Jack Khattar said, "On behalf of Supernus' Board of Directors and management team, I would like to thank Jim for the outstanding leadership he has provided the Company during his tenure as Chairman. His expertise and guidance for over a decade have been instrumental in helping Supernus become a profitable commercial stage company."

Khattar added, "I look forward to working with Charles in his new capacity as Chairman. He has been an integral member of Supernus' Board of Directors since its inception, and he is a proven leader with extensive industry experience."

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.

CONTACTS:

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Gregory S. Patrick, Vice President and CFO
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