

KOLLURI KRISHNA KITTU  
 Form 4  
 May 08, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 NEW ENTERPRISE ASSOCIATES  
 11 LP

(Last) (First) (Middle)

1954 GREENSPRING DRIVE,  
 SUITE 600,

(Street)

TIMONIUM, MD 21093

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 SUPERNUS  
 PHARMACEUTICALS INC  
 [SUPN]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/04/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
 \_X\_ Form filed by More than One Reporting Person

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock                    | 05/04/2012                           |  | C                              |   | 6,241,250   | A  | ①  |
| Common Stock                    | 05/04/2012                           |  | P                              |   | 4,400,000   | A  | \$ 5                                       |
|                                 |                                      |  |                                |   | 6,241,250   | D  | ②  |
|                                 |                                      |  |                                |   | 10,641,250  | D  | ②  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 (9-02)

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**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 Underlying Securities (Instr. 3 and 4) |              |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount Number Shares |
| Series A Preferred Stock                   | (1)  | 05/04/2012                           |  | C                              | 24,965,000  | 02/14/2006   | (1)   | Common Stock | 6,241,               |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| NEW ENTERPRISE ASSOCIATES 11 LP<br>1954 GREENSPRING DRIVE, SUITE 600<br>TIMONIUM, MD 21093 |               | X         |         |       |
| NEA PARTNERS 11 LP<br>1954 GREENSPRING DRIVE<br>SUITE 600<br>TIMONIUM, MD 21093            |               | X         |         |       |
| NEA 11 GP, LLC<br>1954 GREENSPRING DRIVE, SUITE 600<br>TIMONIUM, MD 21093                  |               | X         |         |       |
| BARRIS PETER J<br>1954 GREENSPRING DRIVE<br>SUITE 600<br>TIMONIUM, MD 21093                |               | X         |         |       |
| BASKETT FOREST<br>1954 GREENSPRING DRIVE<br>SUITE 600<br>TIMONIUM, MD 21093                |               | X         |         |       |
| DRANT RYAN D<br>1954 GREENSPRING DRIVE<br>SUITE 600<br>TIMONIUM, MD 21093                  |               | X         |         |       |
| KOLLURI KRISHNA KITTU<br>1954 GREENSPRING DRIVE<br>SUITE 600<br>TIMONIUM, MD 21093         |               | X         |         |       |

KRAMLICH C RICHARD  
1954 GREENSPRING DRIVE  
SUITE 600 X  
TIMONIUM, MD 21093

PERRY MARK W  
1954 GREENSPRING DRIVE  
SUITE 600 X  
TIMONIUM, MD 21093

SANDELL SCOTT D  
1954 GREENSPRING DRIVE  
SUITE 600 X  
TIMONIUM, MD 21093

## Signatures

/s/ Louis Citron,  
attorney-in-fact

05/08/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) Each share of Series A Preferred Stock automatically converted into 0.25 shares of Common Stock (together the shares of Series A Preferred Stock and the shares of Common Stock, the "Shares") without payment of consideration upon the closing of the Issuer's initial public offering. The shares of Series A Preferred Stock do not have an expiration date.

(2) The Shares are directly held by New Enterprise Associates 11, Limited Partnership ("NEA 11") and indirectly held by NEA Partners 11, Limited Partnership ("NEA Partners 11"), the sole general partner of NEA 11, NEA 11 GP, LLC ("NEA 11 GP"), the sole general partner of NEA Partners 11, and the individual managers of NEA 11 GP (NEA Partners 11, NEA 11 GP and the individual managers of NEA 11 GP together, the "NEA 11 Indirect Reporting Persons"). The individual managers of NEA 11 GP are M. James Barrett, Peter J. Barris, Forest Baskett, Ryan D. Drant, Krishna "Kittu" Kolluri, C. Richard Kramlich, Charles W. Newhall III, Mark W. Perry and Scott D. Sandell. The NEA 11 Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 11 Shares in which the NEA 11 Indirect Reporting Persons have no pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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