

Adamas Pharmaceuticals Inc
Form SC 13G/A
February 12, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND
(d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)**

(Amendment No. 1)*

Adamas Pharmaceuticals, Inc.

(Name of Issuer)

Common Shares

(Title of Class of Securities)

00548A106

(CUSIP Number)

December 31, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

2 aeris Capital Equity Investments, L.P. (Aeris)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

SHARES 837,128 shares.
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 837,128 shares.
8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 837,128 shares
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.5%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

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ITEM 1(A). NAME OF ISSUER

Adamas Pharmaceuticals, Inc. (the Issuer)

ITEM 1(B). ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICES

1900 Powell Street, Suite 750

Emeryville, CA 94608

ITEM 2(A). NAME OF PERSONS FILING

This Statement is filed by aeris Capital Equity Investments, L.P. (Aeris). The foregoing entity is referred to as the Reporting Person.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE

The principal business office of the Reporting Person is:

c/o Avalon Trust & Corporate Services, Ltd.

Landmark Sq, 1st Floor,

64 Earth Close, PO Box 715

Grand Cayman, KY1-1107

Cayman Islands

ITEM 2(C). CITIZENSHIP

Aeris is a Cayman Island limited partnership.

ITEM 2(D). TITLE OF CLASS OF SECURITIES

Shares of Common Stock, \$0.001 par value per share (Common Stock)

ITEM 2(E). CUSIP NUMBER

00548A106

ITEM 3. Not Applicable.

ITEM 4. OWNERSHIP

As of December 31, 2015, the Reporting Person beneficially owns 837,128 shares of Common Stock of the Issuer, representing approximately 4.5% of such class of securities. The percentage of Common Stock beneficially owned by the Reporting Person is based on a total of 18,422,074 shares of Common Stock outstanding as of November 9, 2015, as reported in the Issuer's quarterly report on Form 10-Q for the fiscal quarter ending September 30, 2015.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☒.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited partnership agreement of Aeris, the general and limited partners of such entity may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the Issuer owned by each such entity of which they are a partner or member, as the case may be.

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ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 8, 2016

aeris Capital Equity Investments, L.P.

BY: /s/ Ralph Woodford

Name: Ralph Woodford

Title: Director