

Adamas Pharmaceuticals Inc
Form 4
September 14, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MDV IX LP

(Last) (First) (Middle)

C/O MOHR DAVIDOW
VENTURES, 3000 SAND HILL
ROAD, SUITE 3-290

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Adamas Pharmaceuticals Inc
[ADMS]

3. Date of Earliest Transaction
(Month/Day/Year)
09/12/2016

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/12/2016		P		22,342	A	\$ 15.6537 (1)
					3,906,793	I	MDV VII LP, nom for MDV VII LP, MDV VII Leaders' Fund LP, MDV ENF VII (A) LP, and MDV

Common Stock	09/13/2016	P	62,034	A	\$ <u>(3)</u> 15.5559	3,968,827	I	ENF VII (B) LP <u>(2)</u> MDV VII LP, nom for MDV VII LP, MDV VII Leaders' Fund LP, MDV ENF VII (A) LP, and MDV ENF VII (B) LP <u>(2)</u>
Common Stock						265,150	I	MDV VII, L.P. <u>(2)</u>
Common Stock						6,043	I	MDV ENF VII (A), L.P. <u>(2)</u>
Common Stock						3,146	I	MDV ENF VII (B), L.P. <u>(2)</u>
Common Stock						25,661	I	MDV VII Leaders' Fund, L.P. <u>(2)</u>
Common Stock						287,992	I	MDV IX, L.P., as nominee for MDV IX, L.P., and MDV ENF IX, L.P. <u>(4)</u>

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

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SEC 1474
(9-02)

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MDV IX LP C/O MOHR DAVIDOW VENTURES 3000 SAND HILL ROAD, SUITE 3-290 MENLO PARK, CA 94025		X		
Seventh MDV Partners, L.L.C. 3000 SAND HILL ROAD SUITE 3-290 MENLO PARK, CA 94025		X		
Ninth MDV Partners, L.L.C. 3000 SAND HILL ROAD SUITE 3-290 MENLO PARK, CA 94025		X		
FEIBER JONATHAN D 3000 SAND HILL ROAD SUITE 3-290 MENLO PARK, CA 94025		X		
SCHOENDORF NANCY J 3000 SAND HILL ROAD SUITE 3-290 MENLO PARK, CA 94025		X		
MDV ENF VII (A), L.P. 3000 SAND HILL ROAD SUITE 3-290 MENLO PARK, CA 94025		X		
MDV ENF VII (B), L.P. 3000 SAND HILL ROAD SUITE 3-290		X		

MENLO PARK, CA 94025

MDV VII Leaders' Fund, L.P.

3000 SAND HILL ROAD

SUITE 3-290

X

MENLO PARK, CA 94025

MDV VII LP

C/O MOHR DAVIDOW VENTURES

3000 SAND HILL ROAD, SUITE 3-290

X

MENLO PARK, CA 94025

Signatures

Brett A. Teele

09/14/2016

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) Price reflected is the weighted-average sale price for shares sold. The range of the sale prices for the transaction was \$15.26 and \$15.75 per share. The Reporting Persons undertake to provide, upon request by the SEC staff, the Issuer, or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(2) Seventh MDV Partners, L.L.C. is the general partner of (i) MDV VII, L.P., as nominee for MDV VII, L.P., MDV ENF VII(A), L.P., MDV ENF VII(B), L.P., and MDV VII Leaders' Fund, L.P., (ii) MDV VII, L.P., (iii) MDV ENF VII(A), L.P., (iv) MDV ENF VII(B), L.P., and (v) MDV VII Leaders' Fund, L.P. (collectively, "MDV VII"). Feiber and Nancy Schoendorf ("Schoendorf") are Managing Members of Seventh MDV Partners, L.L.C. Feiber and Schoendorf may be deemed to share voting and dispositive power over the shares held by MDV VII. Each Reporting Person disclaims beneficial ownership of the shares held by MDV VII except to the extent of any pecuniary interest therein. Ericson, a general partner with Mohr Davidow Ventures, may be deemed to indirectly beneficially own the shares affiliated with MDV VII. Ericson is a director of the Issuer and, accordingly, files separate Section 16 reports.

(3) Price reflected is the weighted-average sale price for shares sold. The range of the sale prices for the transaction was \$15.25 and \$16.00 per share. The Reporting Persons undertake to provide, upon request by the SEC staff, the Issuer, or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(4) Ninth MDV Partners, L.L.C. is the general partner of MDV IX, L.P., as nominee for MDV IX, L.P. and MDV ENF IX, L.P. (collectively, "MDV IX"). William Ericson ("Ericson") and Jonathan Feiber ("Feiber") are Managing Members of Ninth MDV Partners, L.L.C. Ericson and Feiber may be deemed to share voting and dispositive power over the shares held by MDV IX. Each Reporting Person disclaims beneficial ownership of the shares held by MDV IX except to the extent of any pecuniary interest therein. Ericson is a director of the Issuer and, accordingly, files separate Section 16 reports.

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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