

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-19** | Period of Report: **2013-03-15**  
SEC Accession No. [0001181431-13-017867](#)

([HTML Version](#) on [secdatabase.com](#))

### REPORTING OWNER

**Khattar Jack A.**

CIK: **1539937**

Type: **4** | Act: **34** | File No.: **001-35518** | Film No.: **13702636**

Mailing Address  
C/O SUPERNUS  
PHARMACEUTICALS, INC.  
1550 EAST GUDE DRIVE  
ROCKVILLE MD 20850

### ISSUER

**SUPERNUS PHARMACEUTICALS INC**

CIK: **1356576** | IRS No.: **000000000** | State of Incorpor.: **DE**  
SIC: **2834** Pharmaceutical preparations

Mailing Address  
1550 E GUDE DR  
ROCKVILLE MD 20850

Business Address  
1550 E GUDE DR  
ROCKVILLE MD 20850  
301-838-2500

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>Khattar Jack A.</b>			2. Issuer Name and Ticker or Trading Symbol <b>SUPERNUS PHARMACEUTICALS INC</b> [SUPN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President, CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>03/15/2013</b>					
C/O SUPERNUS PHARMACEUTICALS, INC., 1550 EAST GUDE DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) <b>ROCKVILLE, MD 20850</b>								
(City)	(State)	(Zip)						

**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	03/15/2013		P		10,000 <sup>(2)</sup>	A	\$6.1461 <sup>(3)</sup>	412,058	D	
Common Stock								1,125,000	I	By the KBT Trust

**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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
Employee Stock Option (Right to Buy)	\$7.9						(1)	02/05/2023	Common Stock	300,000	300,000	D	

Stock Appreciation Right	\$7.9						(1)	02/05/2023	Common Stock	92,000		92,000	D	
--------------------------------	-------	--	--	--	--	--	-----	------------	-----------------	--------	--	--------	---	--

**Explanation of Responses:**

1. The option and the stock appreciation rights vest in four equal annual installments beginning on February 5, 2014.
2. The reported purchase was made pursuant to a pre-arranged program for buying stock adopted on December 27, 2012, pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.
3. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.13 to \$6.20, inclusive. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the issuer, upon request, full information regarding the number of shares purchased at each separate price within the range.

**Signatures**

/s/ Gregory S. Patrick, as attorney-in-fact

\*\* Signature of Reporting Person

03/19/2013

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.**