

Vaughn Victor  
Form 4  
April 20, 2018

**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  
Number: 3235-0287  
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Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Vaughn Victor

(Last) (First) (Middle)

C/O SUPERNUS  
PHARMACEUTICALS, INC., 1550  
EAST GUDE DRIVE

(Street)

ROCKVILLE, MD 20850

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/18/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)  
Sr. VP of Sales & Marketing

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ 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)
Common Stock	04/18/2018		M <sup>(1)</sup>	6,250 A \$ 12.98	15,594	D	
Common Stock	04/18/2018		M <sup>(1)</sup>	3,750 A \$ 25.3	19,344	D	
Common Stock	04/18/2018		S <sup>(1)</sup>	10,000 D \$ 47.0617	9,344	D	
Common	04/19/2018		M <sup>(1)</sup>	7,850 A \$ 25.3	17,194	D	

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Stock

Common Stock	04/19/2018	S <sup>(1)</sup>	7,850	D	\$ 49.0261 <u>(3)</u>	9,344	D
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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)

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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 12.98	04/18/2018		M <sup>(1)</sup>	6,250	<sup>(4)</sup> 03/01/2026	Common Stock	6,250
Employee Stock Option (Right to Buy)	\$ 25.3	04/18/2018		M <sup>(1)</sup>	3,750	<sup>(5)</sup> 02/24/2027	Common Stock	3,750
Employee Stock Option (Right to Buy)	\$ 25.3	04/19/2018		M <sup>(1)</sup>	7,850	<sup>(5)</sup> 02/24/2027	Common Stock	7,850

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Vaughn Victor  
C/O SUPERNUS PHARMACEUTICALS, INC.  
1550 EAST GUDE DRIVE  
ROCKVILLE, MD 20850

Sr. VP of Sales & Marketing

## Signatures

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

04/20/2018

\_\_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) Transaction made pursuant to a Rule 10b5-1 trading plan adopted March 6, 2018.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.00 to \$47.25, inclusive. The reporting person undertakes to provide to Supernus Pharmaceuticals, Inc. ("Supernus"), any security holder of Supernus, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2) to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.00 to \$49.15, inclusive. The reporting person undertakes to provide to Supernus Pharmaceuticals, Inc. ("Supernus"), any security holder of Supernus, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3) to this Form 4.

(3) The option became exercisable in four equal installments beginning on March 1, 2017, which was the first anniversary of the date on which the option was granted.

(4) The option became exercisable in four equal installments beginning on February 24, 2018, which was the first anniversary of the date on which the option was granted.

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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