

Esperion Therapeutics, Inc.
Form 4
July 01, 2013

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 *
Longitude Capital Partners, LLC

(Last) (First) (Middle)

800 EL CAMINO REAL, SUITE 220

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Esperion Therapeutics, Inc. [ESPR]

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2013

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 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 Ownership (Instr. 4)				
			Code	V	Amount	(A) or (D)	Price				
Common Stock	07/01/2013		C		1,683,967	A	<u>1</u>	1,683,967	I	<u>(2)</u> <u>(3)</u>	By Longitude Venture Partners, L.P. <u>(2)</u> <u>(3)</u>
Common Stock	07/01/2013		C		33,753	A	<u>1</u>	33,753	I	<u>(2)</u> <u>(3)</u>	By Longitude Capital Associates, L.P. <u>(2)</u> <u>(3)</u>
Common Stock	07/01/2013		P		212,418	A	\$ 14	1,896,385	I	<u>(2)</u> <u>(3)</u>	By Longitude

Common Stock	07/01/2013	P	4,258	A	\$ 14	38,011	I <u>(2)</u> <u>(3)</u>	Venture Partners, L.P. <u>(2)</u> <u>(3)</u> By Longitude Capital Associates, L.P. <u>(2)</u> <u>(3)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	<u>(1)</u>	07/01/2013		C		1,683,967	<u>(1)</u>	<u>(1)</u>	Common Stock	1,683,967
Series A Preferred Stock	<u>(1)</u>	07/01/2013		C		33,753	<u>(1)</u>	<u>(1)</u>	Common Stock	33,753

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Longitude Capital Partners, LLC 800 EL CAMINO REAL SUITE 220 MENLO PARK, CA 94025		X		
		X		

Longitude Capital Associates, L.P.
800 EL CAMINO REAL
SUITE 220
MENLO PARK, CA 94025

Longitude Venture Partners L.P.
800 EL CAMINO REAL X
SUITE 220
MENLO PARK, CA 94025

Tammenoms Bakker Juliet
800 EL CAMINO REAL X
SUITE 220
MENLO PARK, CA 94025

Signatures

/s/ Longitude Capital Partners, LLC, by /s/ Patrick G. Enright, managing member	07/01/2013
__Signature of Reporting Person	Date
/s/ Longitude Capital Associates, L.P., by Longitude Capital Partners, LLC, general partner, by /s/ Patrick G. Enright, managing member	07/01/2013
__Signature of Reporting Person	Date
/s/ Longitude Venture Partners, L.P., by Longitude Capital Partners, LLC, general partner, by /s/ Patrick G. Enright, managing member	07/01/2013
__Signature of Reporting Person	Date
/s/ Juliet Tammenoms Bakker, managing member	07/01/2013
__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) The Series A Preferred Stock was automatically converted into Common Stock on a 6.986-for-1 basis upon the closing of the Issuer's initial public offering without payment of further consideration and had no expiration date.

This report is filed jointly by Longitude Capital Partners, LLC ("LCP"), Longitude Venture Partners, L.P. ("LVP"), Longitude Capital Associates, L.P. ("LCA") and Juliet Tammenoms Bakker ("Bakker"), all of whom share beneficial ownership of more than 10% of the capital stock of the Issuer. LVP is the record holder of 11,764,200 shares of Series A Preferred Stock, which will automatically convert into 1,683,967 shares of Common Stock upon the closing of the Issuer's initial public offering, and LCA is the record holder of 235,800 shares of Series A Preferred Stock, which will automatically convert into 33,753 shares of Common Stock upon the closing of the Issuer's initial public offering. LCP, as general partner of each of LVP and LCA, has the power to vote and dispose of securities held by each of them and may be deemed to have beneficial ownership of the shares owned by LVP and LCA. (Continued on Footnote 3.)
- (3) Patrick G. Enright, who serves on the Board of Directors of the Issuer and files separate Section 16 filings relating to the Issuer, and Bakker are each managing members of LCP. Each of LCP and Bakker disclaims beneficial ownership of the securities of the Issuer held by LVP and LCA except to the extent of their respective pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.