

SUPERNUS PHARMACEUTICALS INC
Form SC 13G
December 12, 2013

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G

Under the
Securities
Exchange Act of
1934
(Amendment
No. __)*

Supernus
Pharmaceuticals
Inc.
(Name of Issuer)

Common Stock
(Title of Class of
Securities)

868459108
(CUSIP
Number)

December 5,
2013
(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)

(Page 1 of 14
Pages)

*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 the disclosures provided in a prior cover page.

The information required in 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).

| | |
|--|--|
| 1 | NAME OF REPORTING PERSON |
| 2 | Ardsley Partners Fund II, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | Delaware |
| 5 | SOLE VOTING POWER |
| 6 | 0 SHARED VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 765,700 Common Shares |
| 7 | SOLE DISPOSITIVE POWER |
| 8 | 0 SHARED DISPOSITIVE POWER |
| 9 | 765,700 Common Shares |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING |

PERSON

765,700 Common
Shares

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..

10

ROW (9)
EXCLUDES

CERTAIN
SHARES

PERCENT OF
CLASS

REPRESENTED BY

11

AMOUNT IN ROW
(9)

2.3%

TYPE OF
REPORTING

12

PERSON

PN

| | |
|--|--|
| 1 | NAME OF REPORTING PERSON |
| 2 | Ardsley Partners Institutional Fund, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | Delaware |
| 5 | SOLE VOTING POWER |
| 6 | 0 SHARED VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 6 634,300 Common Shares |
| 7 | SOLE DISPOSITIVE POWER |
| 8 | 0 SHARED DISPOSITIVE POWER |
| 9 | 634,300 Common Shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH |

REPORTING
PERSON

634,300 Common
Shares

10 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)

EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS

11 REPRESENTED BY
AMOUNT IN ROW
(9)

1.9%
TYPE OF
REPORTING
PERSON

12

PN

| | |
|----------|--|
| 1 | NAME OF REPORTING PERSON |
| | Ardsley Healthcare Fund, LP |
| | CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP |
| 2 | |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| | New York |
| 5 | SOLE VOTING POWER |
| | 0 SHARED VOTING POWER |
| 6 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: |
| | 10,000 Common Shares |
| 7 | SOLE DISPOSITIVE POWER |
| | 0 SHARED DISPOSITIVE POWER |
| 8 | 10,000 Common Shares |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING |

PERSON

10,000 Common
Shares

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..

10

ROW (9)
EXCLUDES

CERTAIN
SHARES

PERCENT OF
CLASS

REPRESENTED BY

11

AMOUNT IN ROW
(9)

0.0%

TYPE OF
REPORTING

12

PERSON

PN

| | |
|----------|--|
| 1 | NAME OF REPORTING PERSON |
| | Ardsley Advisory Partners |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| | New York |
| 5 | SOLE VOTING POWER |
| | 0 |
| | SHARED VOTING POWER |
| 6 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: |
| | 1,410,000 |
| | Common Shares |
| 7 | SOLE DISPOSITIVE POWER |
| | 0 |
| | SHARED DISPOSITIVE POWER |
| 8 | 1,410,000 |
| | Common Shares |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING |

PERSON

1,410,000 Common
Shares

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..

10

ROW (9)
EXCLUDES

CERTAIN
SHARES

PERCENT OF
CLASS

REPRESENTED BY

11

AMOUNT IN ROW
(9)

4.2%

TYPE OF
REPORTING

12

PERSON

PN; IA

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| | |
|--|---|
| 1 | NAME OF REPORTING PERSON |
| 2 | Ardsley Partners I CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | New York |
| 5 | SOLE VOTING POWER |
| 6 | 0 SHARED VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 1,410,000 Common Shares |
| 7 | SOLE DISPOSITIVE POWER |
| 8 | 0 SHARED DISPOSITIVE POWER |
| 9 | 1,410,000 Common Shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |

1,410,000 Common
Shares

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..

10

ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

11

4.2%
TYPE OF
REPORTING
PERSON

12

PN

| | |
|----------|--|
| 1 | NAME OF REPORTING PERSON |
| | Philip J. Hempleman |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| | United States |
| 5 | SOLE VOTING POWER |
| | 0 |
| | SHARED VOTING POWER |
| 6 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: |
| | 1,935,000 |
| | Common Shares |
| 7 | SOLE DISPOSITIVE POWER |
| | 0 |
| | SHARED DISPOSITIVE POWER |
| 8 | 1,935,000 |
| | Common Shares |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |

1,935,000 Common
Shares

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..

10

ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

11

5.7%
TYPE OF
REPORTING
PERSON

12

IN

Item 1(a). NAME OF ISSUER

The name of the issuer is Supernus Pharmaceuticals Inc. (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

The Company's principal executive offices are located at 1550 East Gude Drive, Rockville, MD 20850.

Item 2(a). NAME OF PERSON FILING

This statement is filed by:

- (i) Ardsley Partners Fund II, L.P., a Delaware limited partnership ("AP II"), with respect to the Common Shares (as defined in Item 2(d) below) directly owned by it;
- (ii) Ardsley Partners Institutional Fund, L.P., a Delaware limited partnership ("Ardsley Institutional"), with respect to the Common Shares directly owned by it;
- (iii) Ardsley Healthcare Fund, L.P., a Delaware limited partnership ("Ardsley Healthcare"), with respect to the Common Shares directly owned by it;

Ardsley Advisory Partners, a New York general partnership ("Ardsley") which serves as Investment
(vi) Adviser of AP II, Ardsley Institutional and Ardsley Healthcare, with respect to the Common Shares directly owned by AP II, Ardsley Institutional and Ardsley Healthcare;

Ardsley Partners I, a New York general partnership ("Ardsley Partners") which serves as General Partner
(v) of AP II, Ardsley Institutional and Ardsley Healthcare, with respect to the Common Shares owned by AP II, Ardsley Institutional and Ardsley Healthcare; and

Philip J. Hempleman ("Mr. Hempleman"), the Managing Partner of Ardsley and Ardsley Partners, with
(vi) respect to the Common Shares owned by AP II, Ardsley Institutional, Ardsley Healthcare and with respect to the Common Shares owned by certain accounts managed by him directly.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party. The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13(d) of the Act, the beneficial owner of the Common Shares reported herein.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

The address of the business office of each of the Reporting Persons is 262 Harbor Drive, Stamford, Connecticut 06902.

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Item 2(c). CITIZENSHIP

AP II, Ardsley Institutional and Ardsley Healthcare are Delaware limited partnerships. Ardsley and Ardsley Partners are New York general partnerships. Mr. Hempleman is a United States citizen.

Item 2(d). TITLE OF CLASS OF SECURITIES

Common Stock (the "Common Shares")

Item 2(e). CUSIP NUMBER

868459108

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) "
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (h) "
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: _____

Item 4. OWNERSHIP

The information required by Items 4(a) – (c) is set forth in Rows 5-11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each Reporting Person.

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The percentages used in this Schedule 13G are calculated based upon 33,843,203 Common Shares reported to be outstanding as of November 8, 2013 in the Company's Form 10-Q filed on November 13, 2013. The percentages used herein and in the rest of the Schedule 13G are based upon such number of Common Shares outstanding.

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

Not applicable.

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

Mr. Hempleman is the Managing Partner of Ardsley and Ardsley Partners and in that capacity directs their operations and therefore may be considered to be the indirect "beneficial owner" of the Common Shares owned by AP II, Ardsley Institutional, Ardsley Healthcare and certain accounts managed by him directly. Mr. Hempleman disclaims beneficial ownership of all of the Common Shares reported in this 13G.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

See Item 2 and Exhibit 1.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: December 12, 2013

ARDSLEY PARTNERS

FUND II, L.P.

BY: ARDSLEY PARTNERS I,
GENERAL PARTNER

BY: /s/ Steve Napoli

Steve Napoli
General Partner

ARDSLEY PARTNERS

INSTITUTIONAL FUND, L.P.

BY: ARDSLEY PARTNERS I,
GENERAL PARTNER

BY: /s/ Steve Napoli

Steve Napoli
General Partner

ARDSLEY HEALTHCARE

FUND, L.P.

BY: ARDSLEY PARTNERS I,
GENERAL PARTNER

BY: /s/ Steve Napoli

Steve Napoli
General Partner

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ARDSLEY ADVISORY
PARTNERS

BY: /s/ Steve Napoli
Steve Napoli
Partner

ARDSLEY PARTNERS I

BY: /s/ Steve Napoli
Steve Napoli
General Partner

PHILIP J. HEMPLEMAN,
INDIVIDUALLY

BY: /s/ Steve Napoli
Steve Napoli
As attorney in fact for
Philip J. Hempleman

Evidence of Power of
Attorney was filed with the
Schedule 13G/A filed on
*February 15, 2006 (Acc-no:
0000902664-06-000895)
and is incorporated by
reference into this filing.

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EXHIBIT 1

JOINT FILING AGREEMENT
PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATE: December 12, 2013

ARDSLEY PARTNERS
FUND II, L.P.
BY: ARDSLEY PARTNERS I,
GENERAL PARTNER

BY: /s/ Steve Napoli
Steve Napoli
General Partner

ARDSLEY PARTNERS
INSTITUTIONAL FUND, L.P.
BY: ARDSLEY PARTNERS I,
GENERAL PARTNER

BY: /s/ Steve Napoli
Steve Napoli
General Partner

ARDSLEY HEALTHCARE
FUND, L.P.
BY: ARDSLEY PARTNERS I,
GENERAL PARTNER

BY: /s/ Steve Napoli
Steve Napoli
General Partner

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ARDSLEY ADVISORY
PARTNERS

BY: /s/ Steve Napoli
Steve Napoli
Partner

ARDSLEY PARTNERS I

BY: /s/ Steve Napoli
Steve Napoli
General Partner

PHILIP J. HEMPLEMAN,
INDIVIDUALLY

BY: /s/ Steve Napoli
Steve Napoli
As attorney in fact for
Philip J. Hempleman

Evidence of Power of
Attorney was filed with the
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and is incorporated by
reference into this filing.