

MARINUS PHARMACEUTICALS INC

Form 4

October 24, 2016

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 *
Mehra Anand

2. Issuer Name and Ticker or Trading Symbol
MARINUS PHARMACEUTICALS INC [MRNS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/20/2016

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

C/O SOFINNOVA VENTURES, 3000 SAND HILL ROAD, 4-250

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(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)
Common Stock	10/20/2016		S	724,788 D	\$ 1,389 1,134,851	I	See footnote (1)
Common Stock	10/20/2016		S	13,367 D	\$ 1,389 224,845	I	See footnote (2)
Common Stock	10/20/2016		S	12,528 D	\$ 1,389 15,470	I	See footnote (3)

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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 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. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				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
Mehra Anand C/O SOFINNOVA VENTURES 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025		X		
SOFINNOVA VENTURE PARTNERS VI L P C/O SOFINNOVA VENTURES 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025		X		
Sofinnova Venture Partners VI GmbH & Co. KG C/O SOFINNOVA VENTURES 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025		X		
Sofinnova Venture Affiliates VI LP C/O SOFINNOVA VENTURES 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025		X		
Sofinnova Management VI, L.L.C. C/O SOFINNOVA VENTURES 3000 SAND HILL ROAD, 4-250		X		

MENLO PARK, CA 94025

Buatois Eric
 C/O SOFINNOVA VENTURES X
 3000 SAND HILL ROAD, 4-250
 MENLO PARK, CA 94025

HEALY JAMES
 C/O SOFINNOVA VENTURES X
 3000 SAND HILL ROAD, 4-250
 MENLO PARK, CA 94025

Azan Alain
 C/O SOFINNOVA VENTURES X
 3000 SAND HILL ROAD, 4-250
 MENLO PARK, CA 94025

POWELL MICHAEL
 C/O SOFINNOVA VENTURES X
 3000 SAND HILL ROAD, 4-250
 MENLO PARK, CA 94025

Signatures

/s/ Nathalie Auber, attorney-in-fact for Anand Mehra 10/24/2016
 __Signature of Reporting Person Date

/s/ Nathalie Auber, Attorney-in-Fact for Sofinnova Venture Partners VI, L.P. 10/24/2016
 __Signature of Reporting Person Date

/s/ Nathalie Auber, Attorney-in-Fact for Sofinnova Venture Partners VI GmbH & Co. 10/24/2016
 KG __Signature of Reporting Person Date

/s/ Nathalie Auber, Attorney-in-Fact for Sofinnova Venture Affiliates VI, L.P. 10/24/2016
 __Signature of Reporting Person Date

/s/ Nathalie Auber, Attorney-in-Fact for Sofinnova Management VI, L.L.C. 10/24/2016
 __Signature of Reporting Person Date

/s/ Nathalie Auber, Attorney-in-Fact for Alain Azan 10/24/2016
 __Signature of Reporting Person Date

/s/ Nathalie Auber, Attorney-in-Fact for Eric Buatois 10/24/2016
 __Signature of Reporting Person Date

/s/ Nathalie Auber, Attorney-in-Fact for James Healy 10/24/2016
 __Signature of Reporting Person Date

/s/ Nathalie Auber, Attorney-in-Fact for Michael Powell

10/24/2016

__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) Shares are held by Sofinnova Venture Partners VI, L.P. ("SVP VI"). Sofinnova Management VI, L.L.C. ("SM VI") is the general partner of SVP VI and James I. Healy ("Healy"), Michael F. Powell ("Powell"), Alain L. Azan ("Azan") and Eric P. Buatois ("Buatois"), the managing members of SM VI, and Anand Mehra ("Mehra"), a former director of the Issuer, may be deemed to share voting and dispositive power over the shares held by such entities.

(2) Shares are held by Sofinnova Venture Partners VI GmbH & Co. KG ("SVP KG"). SM VI is the managing limited partner of SVP KG, and Healy, Powell, Azan and Buatois, the managing members of SM VI, and Mehra, a former director of the Issuer, may be deemed to share voting and dispositive power over the shares held by such entities.

(3) Shares are held by Sofinnova Venture Affiliates VI, L.P. ("SVA VI"). SM VI is the general partner of SVA VI, and Healy, Powell, Azan and Buatois, the managing members of SM VI, and Mehra, a former director of the Issuer, may be deemed to share voting and dispositive power over the shares held by such entities.

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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