

Esperion Therapeutics, Inc.
Form 4
July 01, 2013

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
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ENRIGHT PATRICK G

(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 ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

☒ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/01/2013		C		1,683,967	A	<u>11</u>	1,683,967	I	By Longitude Venture Partners, L.P. <u>(2)</u>
Common Stock	07/01/2013		C		33,753	A	<u>11</u>	33,753	I	By Longitude Capital Associates, L.P. <u>(2)</u>
Common Stock	07/01/2013		P		212,418	A	\$ 14	1,896,385	I	By Longitude

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Common Stock	07/01/2013	P	4,258	A	\$ 14	38,011	I	Venture Partners, L.P. ⁽²⁾ By Longitude Capital Associates, L.P. ⁽²⁾
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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Underlying Security
Series A Preferred Stock	(1)	07/01/2013		C		1,683,967		(1)	(1)	Common Stock	1,683,967
Series A Preferred Stock	(1)	07/01/2013		C		33,753		(1)	(1)	Common Stock	33,753
Stock Option (right to buy)	\$ 14	07/01/2013		A	21,471			(3)	06/05/2023	Common Stock	21,471

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ENRIGHT PATRICK G 800 EL CAMINO REAL	X	X		

SUITE 220
MENLO PARK, CA 94025

Signatures

/s/ Richard B. Bartram, by power of
attorney

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.

- (2) Mr. Enright is a managing member of Longitude Capital Partners, LLC ("Longitude Capital"). Longitude Capital, as general partner of each of Longitude Venture Partners, L.P. ("LVP") and Longitude Capital Associates, L.P. ("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. Mr. Enright disclaims beneficial ownership of the shares held by the Longitude Capital entities, except to the extent of his pecuniary interest therein.

- (3) The option vests in equal monthly installments over a three-year period beginning from April 19, 2013.

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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