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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **January 21, 2014**

**Supernus Pharmaceuticals, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
Incorporation)

**0-50440**

(Commission File Number)

**20-2590184**

(IRS Employer Identification No.)

**1550 East Gude Drive, Rockville MD**

(Address of principal executive offices)

**20850**

(Zip Code)

Registrant's telephone number, including area code: **(301) 838-2500**

**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors and Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(e) Modification of Compensatory Arrangements with Executive Officers

On January 21 and 23, 2014 the Compensation Committee of Supernus Pharmaceuticals, Inc. (the "Company") approved modifications of the compensation of its executive officers, as follows:

The annual base salary of Jack A. Khattar, the Company's President and Chief Executive Officer, was increased from \$463,500 to \$486,675. Mr. Khattar was awarded a 2013 bonus of \$231,750 and was granted options to purchase 150,000 shares of common stock.

The annual base salary of Gregory S. Patrick, the Company's Vice President and Chief Financial Officer, was increased from \$309,000 to \$318,270. Mr. Patrick was awarded a 2013 bonus of \$109,020 and was granted options to purchase 50,000 shares of common stock.

The annual base salary of Stefan K.F. Schwabe, MD, Ph.D., the Company's Executive Vice President and Chief Medical Officer, was increased from \$332,875 to \$342,860. Dr. Schwabe was awarded a 2013 bonus of \$111,850 and was granted options to purchase 40,000 shares of common stock. In addition, Dr. Schwabe's bonus target for 2014 was increased to 40% of his base salary compared with 35% in 2013.

The annual base salary of Padmanabh P. Bhatt, Ph.D., the Company's Senior Vice President, Intellectual Property and Chief Scientific Officer, was increased from \$315,180 to \$324,635. Dr. Bhatt was awarded a 2013 bonus of \$90,770 and was granted options to purchase 30,000 shares of common stock.

The annual base salary of Jones W. Bryan, Ph.D., the Company's Vice President of Business Development, was increased from \$257,500 to \$265,225. Dr. Bryan was awarded a 2013 bonus of \$72,620 and was granted options to purchase 30,000 shares of common stock.

The annual base salary of Victor L. Vaughn, the Company's Senior Vice President of Sales, was increased from \$275,000 to \$283,250. Dr. Bryan was awarded a 2013 bonus of \$74,250 and was granted options to purchase 30,000 shares of common stock.

These increases were the result of the Compensation Committee's annual compensation review for executive officers. These increases in annual base salary became effective on January 1, 2014. Vesting for all stock option grants will occur annually in equal increments over a four year period. The exercise price for Mr. Khattar's grant is \$9.56 per share, based on the closing price of January 23, 2014, the date of approval of the grants by the full board of directors. All other executive officers grants are \$9.24 per share, based on the closing price of January 21, 2014, the date of approval of the grants by the full board of directors. All other terms and conditions of the Company's compensatory arrangements with these executive officers remain unchanged.

**Item 8.01 Other Events.**

On January 27, 2014, Supernus issued a press release announcing the issuance of a European patent and Canadian patent for SPN-812, its novel non-stimulant product candidate for the treatment of ADHD. These patents will provide protection for the product with expiration that is no earlier than 2029. Supernus has several additional patent applications for SPN-812 pending in other geographic regions, including the United States. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

- (d) Exhibits

The following document is furnished as an Exhibit pursuant to Item 8.01 hereof:

Exhibit 99.1 — Press Release Dated January 27, 2014 of the Company.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SUPERNUS PHARMACEUTICALS, INC.

DATED: January 27, 2014

By: /s/ Gregory S. Patrick  
Gregory S. Patrick  
Vice-President and Chief Financial Officer

**EXHIBIT INDEX**

<b><u>Number</u></b>	<b><u>Description</u></b>	
99.1	Press Release Dated January 27, 2014 of the Company.	Attached



FOR IMMEDIATE RELEASE

**Supernus Announces Issuance of First Use Patents Protecting SPN-812 as a Novel Non-Stimulant ADHD Product**

**Rockville, MD, January 27, 2014** —Supernus Pharmaceuticals, Inc. (NASDAQ: SUPN), a specialty pharmaceutical company, today announced the issuance of a European patent (number 2341912) and Canadian patent (number 2,735,934) for SPN-812, its novel non-stimulant product candidate for the treatment of ADHD. These patents will provide protection for the product with expiration that is no earlier than 2029. Supernus has several additional patent applications for SPN-812 pending in other geographic regions, including the United States.

“These are the first patents to issue on SPN-812 covering its novel use as a non-stimulant for treatment of ADHD. We expect the product to have a highly differentiated clinical profile. Long term protection provided by the various patent applications coupled with its new chemical entity (NCE) status in the U.S. market is critical to realizing the full commercial value for this product,” said Jack A. Khattar, President and CEO of Supernus.

**About SPN-812**

SPN-812 is a selective norepinephrine reuptake inhibitor that Supernus believes could be more effective and with an improved side effect profile compared to other non-stimulant treatments for ADHD due to its different pharmacological profile. The active ingredient in SPN-812 has an extensive safety record in Europe, where it was previously marketed for many years as an antidepressant. The product successfully completed a randomized, double-blind, placebo-controlled trial in 52 adults with a current diagnosis of ADHD (26 subjects per treatment group). SPN-812 met the study’s primary endpoints of safety and tolerability, and achieved overall significant median reductions from baseline in investigator-rated CAARS total ADHD symptom scores by study end, -11.5 points vs. -6.0 for placebo (p=0.0414) and in self-rated CAARS total symptom scores by study end, -10.5 points vs. -1.0 for placebo (p=0.0349). Conners’ Adult ADHD Rating Scale, or CAARS, is a commonly-used measurement for ADHD in adults.

We continue to progress SPN-812 and have completed the development of several extended release formulations that will be tested in a pharmacokinetic study in the first half of 2014 to select the final formulation for use in the Phase IIb trial.

**About Supernus Pharmaceuticals, Inc.**

Supernus Pharmaceuticals, Inc. is a specialty pharmaceutical company focused on developing and commercializing products for the treatment of central nervous system, or CNS, diseases. The Company has two marketed products for epilepsy, Oxtellar XR® (extended-release oxcarbazepine) and Trokendi XR™ (extended-release topiramate). The Company is also developing several product candidates in psychiatry to address large market opportunities in ADHD, including ADHD patients with impulsive aggression. These product candidates include SPN-810 for impulsive aggression in ADHD and SPN-812 for ADHD.

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## **Forward Looking Statements**

This press release contains forward-looking statements regarding the potential efficacy of SPN-812 and intellectual property protection of this product candidate. Actual results may differ materially from those in these forward-looking statements as a result of various factors, including, but not limited to, risks regarding the company's ability to obtain all required regulatory approvals of this product candidate, the Company's ability to commercialize the product candidate successfully, whether physicians will prescribe and patients will use the product candidate, and competition in the market. For a further description of these and other risks facing the Company, please see the risk factors described in the Company's Annual Report Form 10-K that was filed with the United States Securities and Exchange Commission on March 15, 2013 and under the caption "Risk Factors" and the updates to these risk factors in the Company's quarterly report form 10-Q that was filed with the Commission on August 14, 2013. Forward-looking statements speak only as of the date of this press release, and the company undertakes no obligation to update or revise these statements, except as may be required by law.

### **CONTACTS:**

Jack A. Khattar, President and CEO

Gregory S. Patrick, Vice President and CFO

Supernus Pharmaceuticals, Inc.

Tel: (301) 838-2591

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