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): **April 26, 2013**

Supernus Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of Incorporation)

0-50440	**20-2590184**
(Commission File Number)	(IRS Employer Identification No.)
1550 East Gude Drive, Rockville MD	**20850**
(Address of principal executive offices)	(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))

Item 7.01 Regulation FD Disclosure

Supernus Pharmaceuticals, Inc. (the "Company") is disclosing under Item 7.01 of this Current Report on Form 8-K the information attached to this report as Exhibit 99.1. This information, which has not been previously reported, represents the April 2013 Presentation by Management to the lenders under the Company's Convertible Senior Secured Notes and to other prospective lenders.

The Company expects to use approximately $21.0 million of the net proceeds of the offering described in Item 8.01 below to repay in full its borrowings under and terminate its secured credit facility and the remainder of the net proceeds to fund the commercialization of its approved and tentatively approved drugs, Oxtellar XR and Trokendi XR ($24.0 million), to continue development of its pipeline products and for other general corporate purposes ($19.0 million). This financing has been designed to take the Company through cash flow break even.

The Company is furnishing the information in this Current Report on Form 8-K to comply with Regulation FD. Such information shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of the Company's filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

Item 8.01 Other Events

On April 26, 2013, Supernus issued a press release announcing the pricing of its offering of $75.0 million aggregate principal amount of 7.50% Convertible Senior Secured Notes due 2019 (the "Convertible Notes") in a private offering pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"). Supernus also granted to the initial purchasers of the Convertible Notes a 30-day option to purchase up to an additional $15.0 million aggregate principal amount of the Convertible Notes. The sale of the Convertible Notes is expected to close on May 3, 2013, subject to customary closing conditions.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following documents are furnished as Exhibits pursuant to Item 7.01 and 8.01 hereof:

Exhibit 99.1 — April 2013 Management Presentation.

Exhibit 99.2 — Press Release dated March 26, 2013 of the Company announcing the pricing of the offered $75.0 million aggregate principal amount of 7.50% Convertible Senior Secured Notes.

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.

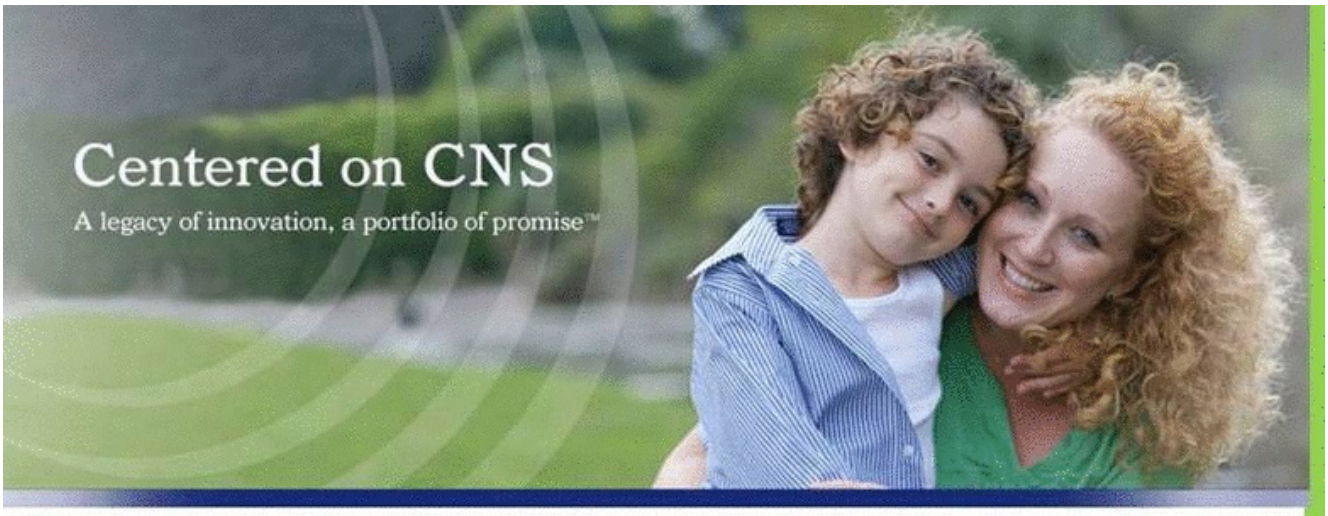
DATED: April 26, 2013

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

EXHIBIT INDEX

Number	Description	
99.1	April 2013 Management Presentation	Attached
99.2	Press Release dated April 26, 2013	Attached

Exhibit 99.1



Supernus Pharmaceuticals

Management Presentation

April 2013

Safe Harbor Statement

This presentation and other matters discussed today or answers that may be given to questions asked include forward-looking statements within the meaning of the federal securities laws. These statements, among other things, relate to Supernus' business strategy, goals and expectations concerning its product candidates, future operations, prospects, plans and objectives of management. The words "anticipate", "believe", "could", "estimate", "expect", "intend", "may", "plan", "predict", "project", "will" and similar terms and phrases are used to identify forward-looking statements in this presentation. Supernus' operations involve risks and uncertainties, many of which are outside its control, and any one of which, or a combination of which, could materially affect its results of operations and whether the forward-looking statements ultimately prove to be correct. Further information on these and other factors that could affect these forward-looking statements is contained in Supernus' public filings with the Securities and Exchange Commission (SEC) from time to time, including our Annual Report or Form 10-K, which was filed with the Securities and Exchange Commission, and other filings with the SEC. Supernus assumes no obligation to update any forward-looking statements except as required by applicable law.

Supernus has an Offering Memorandum for the offering to which this communication relates. Before you invest, you should read the Offering Memorandum for more complete information about the issuer and this offering. You may obtain a copy of this Offering Memorandum, including the sections titled "Special Note Regarding Forward-Looking Statements" and "Risk Factors," by calling Jefferies LLC, Equity Syndicate Prospectus Department at (877) 547-6340, or Piper Jaffray & Co., Prospectus Department at (800) 747-3924.

Company Highlights

Emerging Leader in CNS

Multiple Value Drivers

- Commercial stage CNS pharma with robust pipeline
- Strong execution since IPO
- Two epilepsy products in multi-billion dollar market
  - Oxtellar XR™ launched in February 2013
  - Trokendi XR™ to be launched in 3Q 2013
- SPN-810 for Impulsive Aggression in ADHD
  - Positive Phase IIb data in November 2012
- SPN-812 for ADHD
  - Positive Phase IIa data
- Strong R&D with six technology platforms

23 Years of Successful Product Development

Former Division of Shire

Supernus Pharmaceuticals

Oxtellar XR™ (oxcarbazepine) extended-release tablets

Trokendi XR™ (topiramate) extended-release capsules

Shire

ONE DOSE DAILY ADDERALL XR®

10 mg, 20 mg, 30 mg CAPSULES

GALDERMA

ALLERGAN

SANCTURA® (trospium chloride) XR extended release capsules

Experienced Executive Team

Jack Khattar, MBA
President & CEO
28 years (Shire, CIMA, Merck, Novartis, Playtex, Kodak)

Pad Bhatt, Ph.D
SVP, Intellectual Property, CSO
22 years (Shire, Alza, Dow Corning)

Woody Bryan, Ph.D
VP, Business Development
18 years (Shire, Schering-Plough, AAI)

Tami Martin R.N, Esq.
VP, Regulatory Affairs
22 years (Shire, Otsuka, Pyramid Regulatory Consulting, Hogan & Hartson)

Greg Patrick ME, MBA
Chief Financial Officer
30 years (Merck, MedImmune, Ventiv Health, Sopherion, Bionor Immuno, ROI2)

Stefan Schwabe, Ph.D, MD
EVP, R&D, Chief Medical Officer
25 years (Sanofi, Novartis, J&J)

Victor Vaughn
SVP, Sales
33 years (Shire, Fujisawa, Smithkline Beecham)

Two Product Launches & Exciting Mid Stage Pipeline

Product	Indication	Development	NDA	Launch
Oxtellar XR™	Epilepsy	February 2013		
Trokendi XR™	Epilepsy	Tentative FDA Approval		3Q 2013
SPN-810	Impulsive Aggression in ADHD	Completed Phase IIb		
SPN-812	ADHD	Completed Phase IIa		
SPN-809	Depression	IND		

Supernus Pharmaceuticals

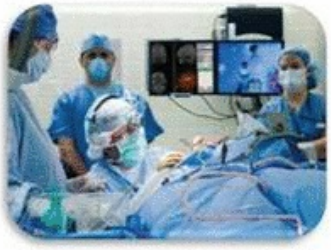
Outstanding Performance Since IPO

Oxtellar XR™ Events	Date of Achievement
FDA Approval	October 2012
Three Year Market Exclusivity	November 2012
U.S. Launch	February 2013
Trokendi XR™ Events	**Date of Achievement**
FDA Tentative Approval	June 2012
Two U.S. Patents Issued	October 2012
SPN-810 Events	**Date of Achievement**
Positive Phase IIb Data	November 2012

Non-Compliance – A Serious Problem in Epilepsy

71% of patients report missing a dose at least once/month
45% reporting seizures after a missed dose

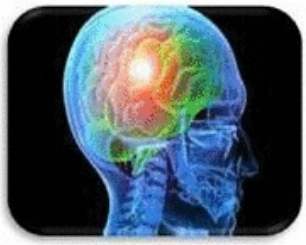
Serious Quality of Life Issues



Non-compliance leads to breakthrough seizures that cost annually in excess of $26,000 per patient

Increased Healthcare Costs

Worsening of Condition



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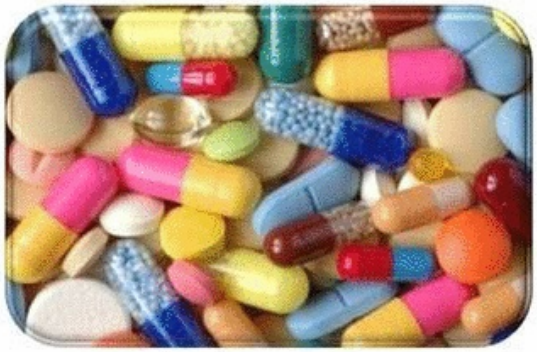
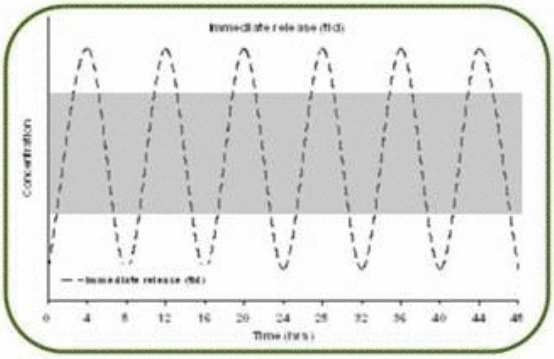
Major Causes Of Non-Compliance

- Multiple Medications
- Multiple Doses/ Day
- Timing of Dosing

IR AEDs

- Significant Side Effects
- Lack of Tolerability





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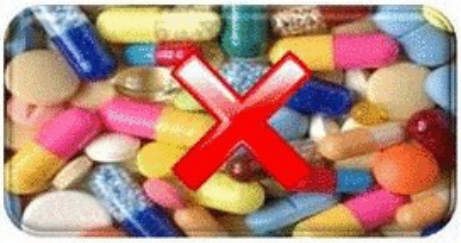
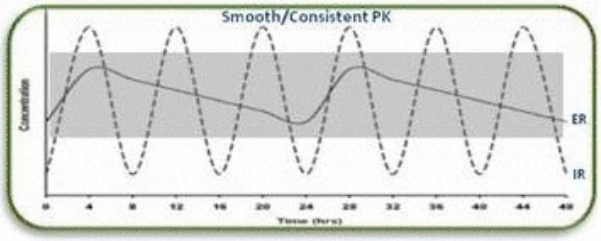
Note: Immediate Release ("IR") and Anti-Epileptic Drugs ("AEDs").

Extended-Release AEDs = Significant Patient Benefits

Reduced Dosing Frequency & Precise Timing



Reduced Side Effects & Improved Tolerability



Compliance

Higher Effective Doses

Reduced Breakthrough Seizures & Reliable Seizure Control

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Note: Extended Release ("ER"), Immediate Release ("IR"), Anti-Epileptic Drugs ("AEDs") and Pharmacokinetics ("PK").

Physicians, Patients & Managed Care Appreciate Benefits of Extended-Release AEDs

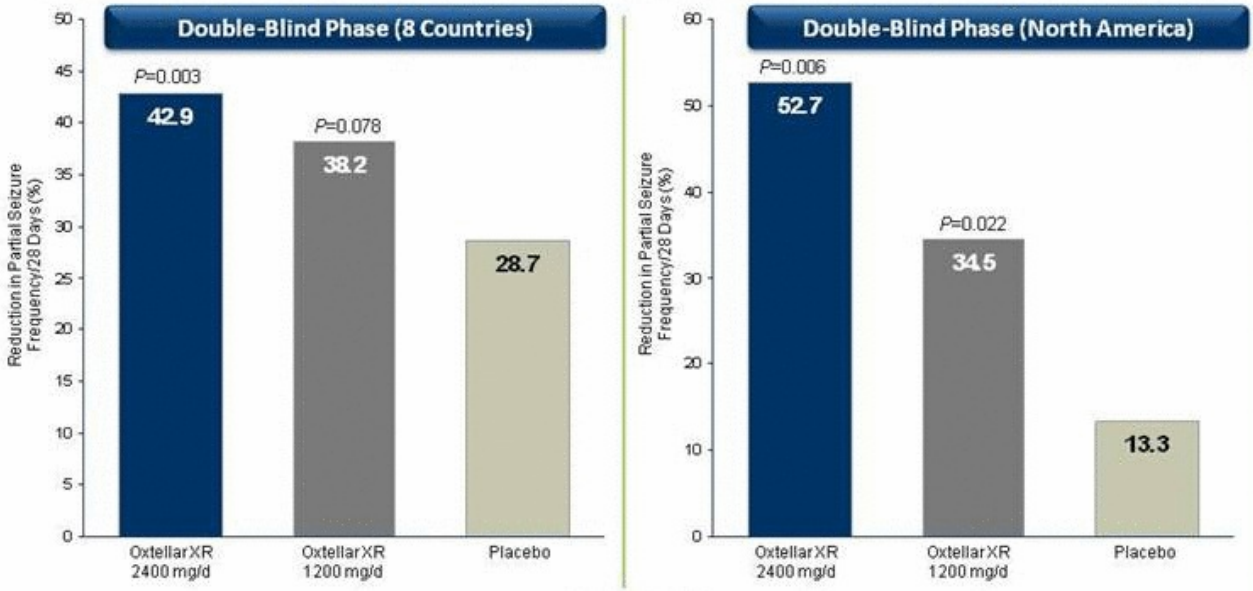
- Switching from branded to generic AEDs can increase breakthrough seizures and healthcare cost
  - Total healthcare costs ~20% lower for use of branded topiramate compared to use of multiple generics
  - 88% of physicians concerned with increase in breakthrough seizures from switching to generics
  - 21 - 44% of AED patients report switching back to branded products compared to 8-9% in other therapeutic areas
- FDA actively reviewing generic substitution issues with narrow therapeutic index drugs

Oxtellar XR™: Launched in February 2013

- The only once daily oxcarbazepine XR product in the U.S.
  - Adjunctive therapy in partial seizures in adults & children 6-17 years
- Phase III trial established efficacy and safety
  - Multicenter, randomized, placebo-controlled in refractory partial onset epilepsy
  - 366 adult patients randomized to 1200mg, 2400mg or placebo
  - Significant improvement in tolerability profile across many AEs
- Two U.S. patents issued with expiry no earlier than 2027
- Three year market exclusivity granted

Supernus® Pharmaceuticals

Oxtellar XR™: Significant Seizure Frequency Reduction



P values vs. placebo

Change for Oxtellar XR 2400 mg/d was significant

Both doses significantly reduced seizure frequency

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Oxtellar XR™: Critical Improvement in AE Profile

55% Reduction in AE-Related Discontinuation vs. Trileptal®

Number (%) of Patients With:	Oxtellar XR 2400 mg/d (n=123)	Oxtellar XR 1200 mg/d (n=122)	Placebo (n=121)
Any adverse event (AE)	85 (69)	69 (57)	67 (55)
Treatment-related AEs	72 (58)	53 (43)	47 (39)
AEs leading to discontinuation	37 (30)	20 (16)	15 (12)

Discontinuations occurred on Trileptal® 2400 mg/d in **66.7%** of patients - Barcs G, et al study (*Epilepsia.* 2000;41[12]:1597-607).

% of Patients With:	Double Blind (16 weeks)	Open label (1 year)
	All Oxtellar XR (n=245)	All Oxtellar XR (n=214)
AEs leading to discontinuation	23	5

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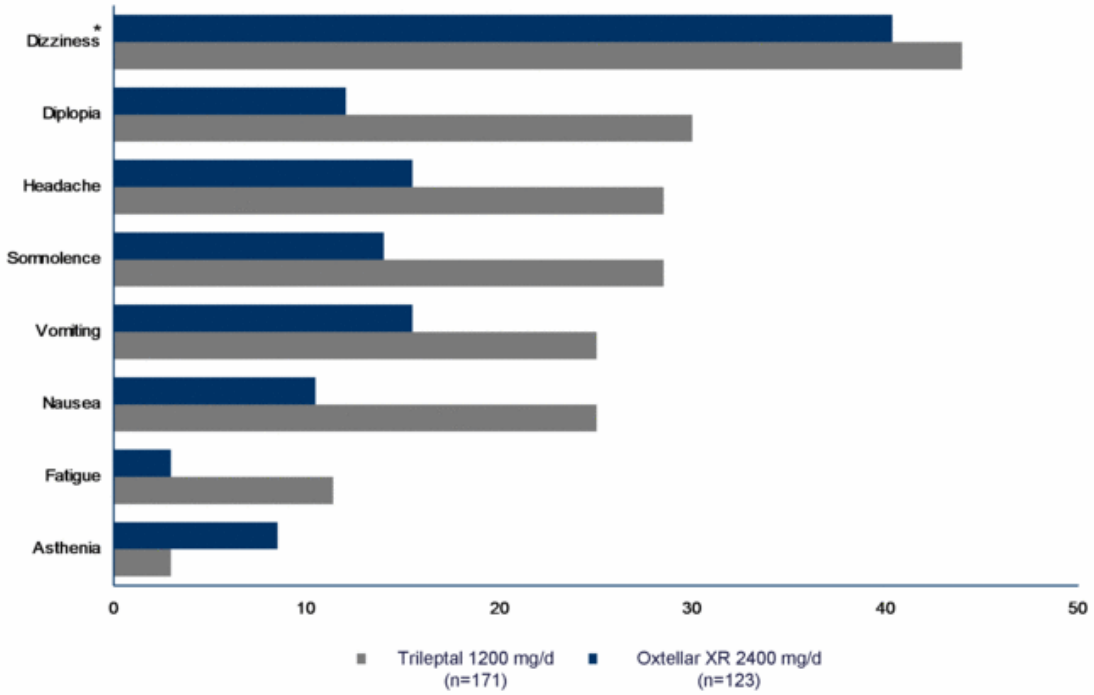
Oxtellar XR™: Can Enable Higher Dosing

Improved AE Profile at Double the Dose of Trileptal®



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Based on comparison of Oxtellar XR Study 301 vs. Trileptal PI (adjunctive therapy study in adults); differences in trial design exist between the two studies.
*Dizziness includes vertigo in Trileptal group.

Trokendi XR™: To Be Launched in 3Q 2013

- Received Tentative Approval on June 25, 2012
  - Based on bioequivalence strategy
- Final Approval pending expiration of J&J data exclusivity
  - June 22, 2013
  - Related to 1-24 months pediatric population
  - Trokendi XR did not seek approval for this patient population
  - No additional clinical trials were required by the FDA
- Filed amendment in December 2012
  - If approved before June 22nd, will be a tentative approval
- Two issued U.S. patents with expiry no earlier than 2027

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Trokendi XR™: Switch Study to Establish Bioequivalence

Design mimics dose switching in actual clinical practice

- Multicenter, open-label, 3-period conversion study
- Patients on other AEDs
- Established bioequivalence at steady-state of Trokendi XR™ to Topamax®

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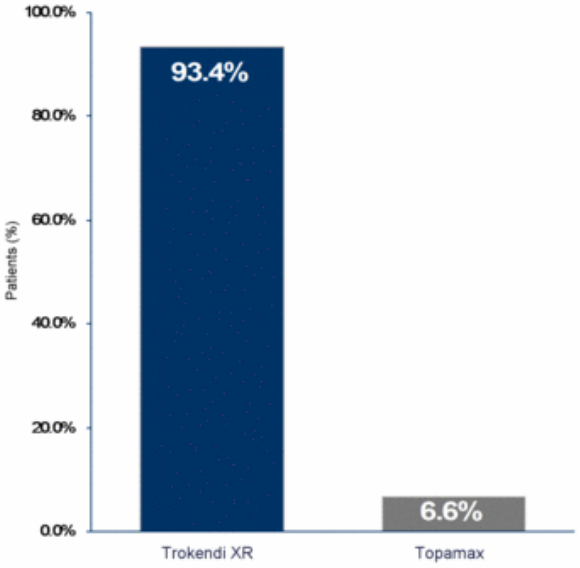
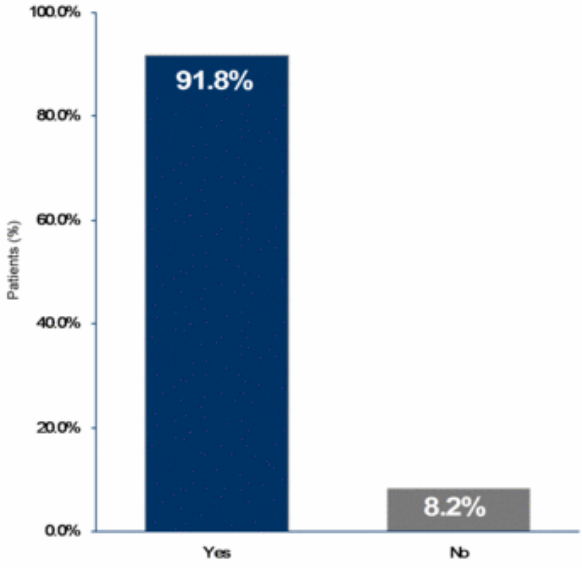
Overwhelming Patient Preference for Trokendi XR™

Patient Preference (n=61)



Over 90% of patients preferred once-daily Trokendi XR™ over twice-daily Topamax®

Impact on Compliance (n=61)



Over 90% of patients agreed that once-daily Trokendi XR™ helps with compliance

Supernus® Pharmaceuticals

A Proven and Efficient Commercial Strategy

Targeting Conversion of IR Epilepsy Patients to our XR Products

- Relatively small population of neurologists
- Sales force of 75 reps building up to 100+ for two products
- Targeting top six deciles of prescribing physicians
- Synergy from overlap in physician audience between Oxtellar XR & Trokendi XR creating economies of scale

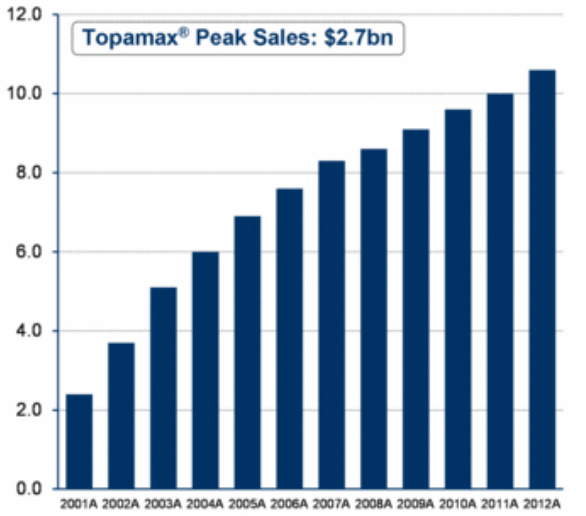
Senior Commercial Expertise

- Strong experience with key elements of commercial strategy:
  - Similar CNS products (Epilepsy & ADHD)
  - Switching from IR to XR

Trokendi XR™ & Oxtellar XR™ Target Significant Markets

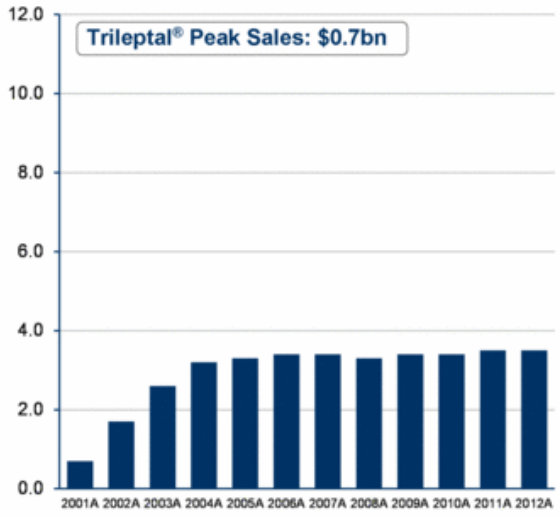
Trokendi XR™

U.S. Topiramate Market



Oxtellar XR™

U.S. Oxcarbazepine Market



(TRx's in millions)

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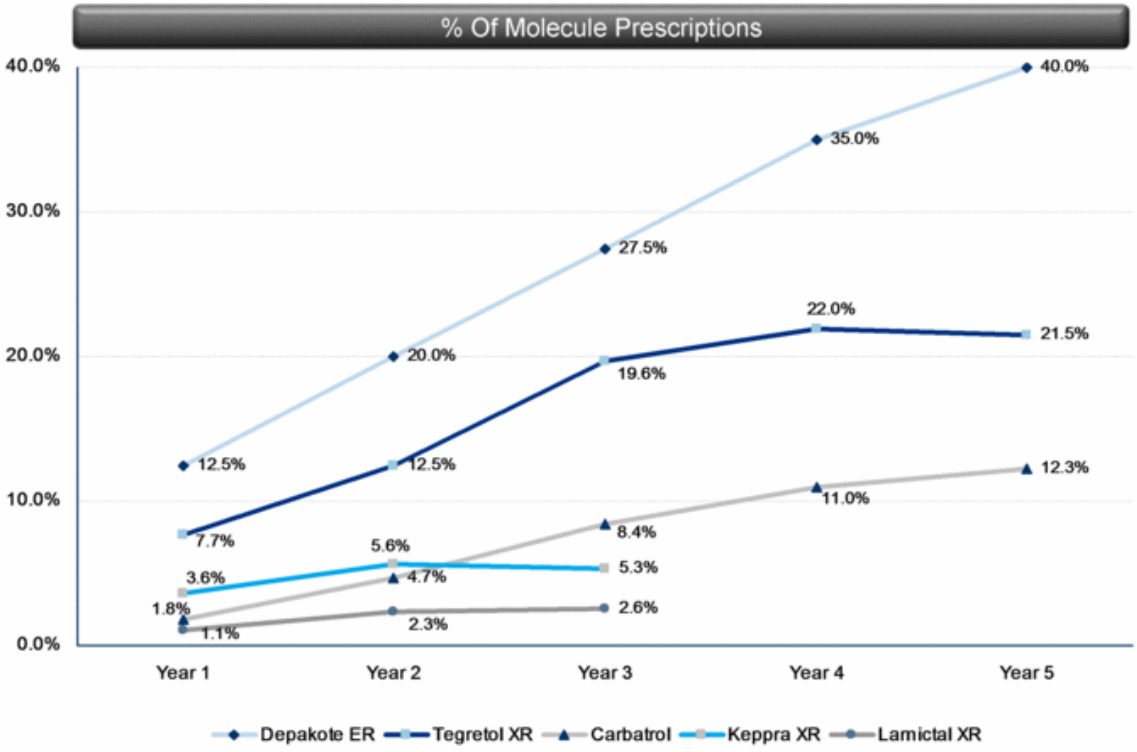
Source: IMS NPA.

XR Products Perform Well When Effectively Promoted



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Note: Year 3 for Lamictal XR is based on 3 months of data (Jul-Sep 2011).

Trokendi XR™ & Oxtellar XR™: A Significant Opportunity

Illustrative Example

Assumes Total Market of 10 MM Prescriptions (TRx) for Topiramate + Oxcarbazepine

Period Post Launch	Year 1		Year 2		Year 3		Year 4		Year 5	
Total Market (MM TRx)	10.0		10.4		10.8		11.2		11.6	
Conversion Rate (%)	1	3	4	5	6	7	8	10	11	12
Potential Prescriptions (k) Trokendi XR + Oxtellar XR	100	300	416	520	648	756	896	1120	1276	1392
Example of Average Net $/ Rx*	275	275	289	289	303	303	318	318	334	334
Potential Net Sales ($MM)	**27**	**82**	**120**	**150**	**196**	**229**	**285**	**356**	**426**	**465**

* Assumes annual market growth of 4% and annual price increase of 5%

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Oxtellar XR™: Launch Update

- More than 120 MM commercial lives covered
  - Mainly Tier 3 unrestricted
- Additional 7 MM Medicaid lives covered with no PA or auto PA
- Reaching target physician audience
  - Top 6 deciles
  - Quality time with physicians
  - Message delivered is well accepted
- Early patient cases very encouraging regarding product performance

SPN-810: Novel Product for Impulsive Aggression in ADHD

25% of children with ADHD have persistent conduct problems such as impulsive aggression

- Expected to be first product approved to treat this serious condition
  - Co-morbidity in ADHD, schizophrenia, autism and bipolar disorder
  - Molindone hydrochloride (D1&2, 5HT2A antagonist)
- Phase IIb in Impulsive Aggression (IA) in ADHD
  - Multicenter, placebo-controlled, randomized
  - ADHD children 6-12 yrs old with IA
    - N=118, three doses and placebo
  - Add-on to stimulant treatment
  - Established safety & tolerability
  - Established efficacy at low and medium doses

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SPN-812: Novel Non-Stimulant for ADHD

- Expected to have a better side effect profile than current therapies
  - Norepinephrine reuptake inhibitor
  - NCE for U.S. market
- Positive Phase IIa trial showed:
  - Safety & tolerability in 52 adults
  - Efficacy with statistical significance vs. placebo*
- Developing extended-release product

ADHD affects 6% to 9% of all school-age children and 3% to 5% of all adults

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Note: * Investigator-Rated CAARS Total ADHD Symptom Scores.

Balance Sheet & Capitalization

Cash (millions)	December 31, 2012 [2]	Pro Forma [1] December 31, 2012
Cash and Cash Equivalents and Marketable Securities	$88.5	$136.8[2]

Debt (millions)		
Senior Secured Credit Facility	$23.2	—
Senior Secured Convertible Debt	—	$75.0
First Principal Payment	March 2012	May 2019
Cumulative Scheduled Principal & Interest 2013 – 2015	$26.6	$16.3

Capitalization (millions)		
Basic Shares Outstanding	30.9	30.9
Options and Warrants Outstanding	0.6	0.6
Fully Diluted	31.5	31.5[3]

1. Assumes $75.0 million of Convertible Debt at 7.250% coupon, $3.0 million of financing expenses and $23.2 million Senior Secured Credit Facility repayment with $0.5 million in associated expenses.
2. Pro Forma Cash excludes potential proceeds from the $15 million over-allotment option.
3. Pro Forma Capitalization excludes potential net share settlement shares.

Financing Designed to Take Company Through Cash Flow Break-Even

High Gross Margin Business → Outsourced Manufacturing, with Gross Margins of 90+%

EPS & Free Cash Flow Opportunity → At Steady State, Business Capable of Sustaining Pre-Tax Margins of 30+%

Use of Proceeds	($ millions)	Strategy
Commercialization of Oxtellar XR and Trokendi XR	24	Sales force will be expanded in staged fashion
Research and Development	19	Staged scale up of API & dosage form manufacture for pipeline candidates Next phase of clinical trials for SPN-810 commences 2014
Retire Venture Debt	20.6	Eliminate approximately $22.8 million in principal and interest payments in 2013 – 2015
Capital Expenditures	1	No significant manufacturing investments foreseen
General, Administrative & General Corporate Purposes	7	Except for working capital, no anticipated material increase

Staged programs confer considerable operational flexibility, allowing Company to carefully control cash expenditures

Company Highlights

Emerging Leader in CNS

Multiple Value Drivers

- Commercial stage CNS pharma with robust pipeline
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- SPN-812 for ADHD
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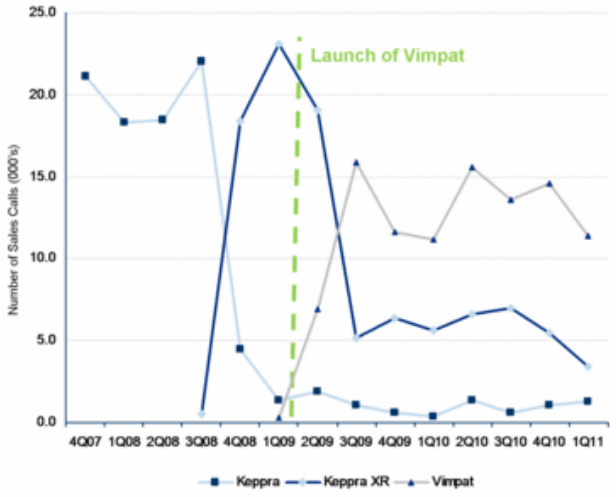
- Strong R&D with six technology platforms

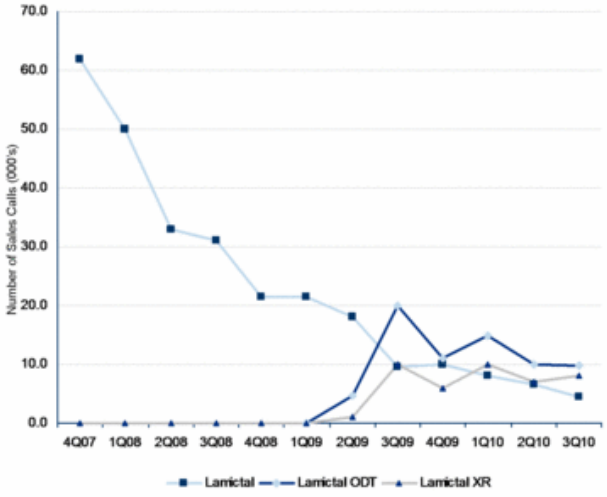
Appendix

Low Detailing Limited Success of Keppra XR & Lamictal XR

Keppra XR



Lamictal XR



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Source: IMS Health.

SPN-810: Positive Phase IIb Data

Efficacy with Statistical Significance on Primary Endpoints at Low to Medium Doses

Primary Efficacy Endpoints (Treatment vs. placebo in ITT population)	Low Dose	Medium Dose	High Dose
R-MOAS Change All Patients P-value	0.071	0.115	0.943
Patients (≥30kg) P-value	**0.024**	**0.049**	0.966
Patients (≥30kg) % Reduction	**(80.9)**	**(75.2)**	(44.4)
R-MOAS Remission All Patients P-value	**0.009**	**0.043**	0.276
Patients (≥30kg) P-value	**0.004**	**0.021**	0.086
Patients (≥30kg) % Patients	**(66.7)**	**(53.3)**	(41.2)

R-MOAS = Retrospective - Modified Overt Aggression Scale
R-MOAS Change = from Baseline (Visit 5) to Endpoint (Visit 10)
R-MOAS Remission = Score of ≤10 (LOCF = Last Observation Carried Forward) at Endpoint (Visit 10)

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SPN-810: Positive Phase IIb Data

Efficacy with Statistical Significance on Secondary Endpoints at Low Dose

Secondary Efficacy Endpoints (Treatment vs. placebo in ITT population)	Low Dose	Medium Dose	High Dose
CGI-Severity All Patients P-value	0.133	0.308	0.245
Patients (≥30kg) P-value	**0.007**	0.117	0.125
Patients (≥30kg) % Improvement	**41.3**	31.1	29.5
CGI-Improvement All Patients P-value	0.175	0.061	0.888
Patients (≥30kg) P-value	**0.017**	**0.028**	0.654
Patients (≥30kg) % Improvement	**34.5**	**35.5**	21.2
SNAP-IV – ODD Subscale All Patients P-value	0.061	0.122	0.661
Patients (≥30kg) P-value	**0.039**	0.179	0.861
Patients (≥30kg) % Improvement	**49.3**	39.3	24.2

CGI = Clinical Global Impression
SNAP –IV = Swanson, Nolan and Pelham , ADHD Rating Scale
ODD = Oppositional Defiant Disorder

Supernus® Pharmaceuticals

Exhibit 99.2

SUPERNUS PRICES OFFERING OF
$75 MILLION OF 7.50% CONVERTIBLE SENIOR SECURED NOTES DUE 2019

Rockville, MD, — April 26, 2013 — Supernus Pharmaceuticals, Inc. (NASDAQ: SUPN)("Supernus") today announced the pricing of its offering of $75.0 million aggregate principal amount of Convertible Senior Secured Notes due 2019 (the "Convertible Notes") in a private offering under the Securities Act of 1933, as amended (the "Securities Act"). Supernus also granted to the initial purchasers of the Convertible Notes a 30-day option to purchase up to an additional $15.0 million aggregate principal amount of the Convertible Notes. The sale of the Convertible Notes is expected to close on May 3, 2013, subject to customary closing conditions.

Supernus expects that the net proceeds from this offering of Convertible Notes will be approximately $72.0 million, after deducting initial purchasers' discounts and estimated offering expenses payable by Supernus. Supernus intends to use approximately $21.0 million of the net proceeds to repay in full its borrowings under and terminate its secured credit facility and the remainderof the net proceeds to fund the commercialization of its approved and tentatively approved drugs, Oxtellar XR and Trokendi XR, to continue development of its pipeline products and for other general corporate purposes.

The Convertible Notes will be Supernus' senior secured obligations, secured by liens on substantially all of Supernus' assets. The Convertible Notes will bear interest at a rate of 7.50% per year, payable semi-annually in arrears on May 1 and November 1 of each year, commencing November 1, 2013. The Convertible Notes will mature on May 1, 2019, unless earlier converted, redeemed or purchased by Supernus.

Upon conversion of a note, if Supernus has not received the requisite approval from its stockholders in accordance with applicable NASDAQ rules, a holder of Convertible Notes may surrender all or a portion of its Convertible Notes for conversion at any time prior to the close of business on the business day immediately preceding the maturity date. If Supernus obtains stockholder approval, (1) on and after such date of approval and prior to the close of business on the business day immediately preceding November 1, 2018, the Convertible Notes will be convertible at the option of the holders only under certain conditions and (2)on and after November 1, 2018, until the close of business on thebusiness day immediately preceding the maturity date, holders may convert their Convertible Notes at their option, irrespective of these conditions.

The conversion rate, which is subject to adjustment, will initially equal 188.7059 shares of Supernus common stock per $1,000 principal amount of Convertible Notes (which is equivalent to an initial conversion price of approximately $5.30 per share of common stock).Supernus will initially deliver for each $1,000 principal amount of converted Convertible Notes a number of shares of its common stock equal to the conversion rate. If and when stockholder approval is obtained, Supernus will settle conversions of the Convertible Notes by paying or delivering, as the case may be, cash, shares of its common stock, or a combination of cash and shares of its common stock, at its election, in each case, based on the conversion rate.

Supernus may not redeem the Convertible Notes prior to May 1, 2017. Supernus may redeem for cash all, but not less than all, of the Convertible Notes, at its option, on or after May 1, 2017, at a redemption price equal to 100% of the principal amount of the Convertible Notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date if the last reported sale price of its common stock equals or exceeds 140% of the applicable conversion price (initially approximately $5.30 per share) for at least 20 trading days during the 30 consecutive trading day period ending on the trading day immediately prior to the date Supernus delivers written notice of redemption. If Supernus seeks to redeem the

Convertible Notes, Supernus may be required in certain circumstances to increase the conversion rate for any Convertible Notes converted in connection with such redemption by a specified number of shares of its common stock.

If Supernus undergoes a fundamental change (as defined in the indenture governing the Convertible Notes), holders of Convertible Notes may require Supernus to purchase all or a portion of their Convertible Notes for cash at a price equal to 100% of the principal amount of the Convertible Notes to be purchased plus accrued and unpaid interest, if any, to, but excluding, the fundamental change purchase date. In addition, if certain fundamental changes occur, Supernus may be required in certain circumstances to increase the conversion rate for any Convertible Notes converted in connection with such fundamental changes by a specified number of shares of its common stock.

The indenture governing the notes will contain covenants restricting Supernus's ability and the ability of its subsidiaries to incur debt and make investments in foreign subsidiaries.

The offering is being made to qualified institutional buyers pursuant to Rule 144A under the Securities Act. Neither the Convertible Notes nor any shares of Supernus' common stock issuable upon conversion of the Convertible Notes have been or are expected to be registered under the Securities Act or under any state securities laws and, unless so registered, may not be offered or sold in the United States or to U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. This press release does not constitute an offer to sell or a solicitation of an offer to buy any securities, nor shall it constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

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