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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): **October 26, 2012**

**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**

(b)      Resignation of Director

On October 26, 2012, Michael Sheffery, Ph.D. tendered his resignation from the board of directors of Supernus Pharmaceuticals, Inc. (the Company), effective on October 29, 2012. Dr. Sheffery was the designee of OrbiMed Advisors, LLC, an original investor in the Company (“OrbiMed”). His resignation was consistent with OrbiMed’s policy of having its representatives resign from a company’s board of directors after it becomes a public company. The board of directors has not elected to fill the vacancy created by Dr. Sheffery’s resignation at this time.

**Item 9.01**      **Financial Statements and Exhibits**

(d)      Exhibits

The following document is furnished as an Exhibit pursuant to this Current Report on Form 8-K:

Exhibit 99.1 — Press Release dated October 31, 2012 of the Company providing details regarding the resignation of Michael Sheffery, Ph.D. from the Company’s board of directors.

**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: October 31, 2012

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



FOR IMMEDIATE RELEASE

Supernus Announces Resignation of Board Member

**Rockville, MD, October 31, 2012** —Supernus Pharmaceuticals, Inc. (NASDAQ: SUPN), a specialty pharmaceutical company, announced today that Michael Sheffery, a General Partner at OrbiMed Advisors, LLC has resigned from the company's board of directors, effective October 29, 2012.

"OrbiMed Advisors, LLC remains a significant shareholder in Supernus but as a matter of policy, resigns from company boards as our investments transition into public companies," said Michael Sheffery. "Since joining the Supernus Board of Directors in December 2005, Michael Sheffery has been an invaluable and insightful director, providing the Board with his excellent judgment and healthcare industry knowledge. We will miss him, and are grateful for his service," said Jack Khattar, Chief Executive Officer, President and Director of Supernus.

**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 is developing several product candidates in neurology and psychiatry to address large market opportunities in epilepsy and ADHD including ADHD patients with impulsive aggression. These product candidates include Trokendi XR (extended-release topiramate), and Oxtellar XR (extended-release oxcarbazepine) for epilepsy, SPN-810 for impulsive aggression in ADHD and SPN-812 for ADHD.

**CONTACTS:**

Jack Khattar, President & CEO

Gregory S. Patrick, Vice President and CFO

Supernus Pharmaceuticals, Inc.

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