

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Abingworth Management LTD</u> (Last) (First) (Middle) PRINCES HOUSE 38 JERMYN STREET (Street) LONDON X0 SW1Y 6DN (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SUPERNUS PHARMACEUTICALS</u> <u>INC [SUPN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/04/2012	

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, \$0.001 par value per share	05/04/2012		C		2,500,000	A	(1)	2,500,000	I ⁽²⁾⁽³⁾	See Notes ⁽²⁾⁽³⁾
Common Stock, \$0.001 par value per share	05/04/2012		P		1,100,000 ⁽²⁾	A	\$5	3,600,000	I ⁽²⁾⁽³⁾	See Notes ⁽²⁾⁽³⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series A Convertible Preferred Stock	(1)	05/04/2012		C			10,000,000	02/14/2006	(1)	Common Stock	2,500,000	\$1	0	I ⁽²⁾⁽³⁾	See Notes ⁽²⁾⁽³⁾

Explanation of Responses:

- The 10,000,000 shares of Series A Convertible Preferred Stock, par value \$0.001 per share ("Preferred Stock"), of Supenus Pharmaceuticals, Inc. (the "Issuer"), converted automatically into 2,500,000 shares of common stock, par value \$0.001 per share ("Common Stock"), of the Issuer, without the payment to the Issuer of any consideration, upon the closing of the Issuer's initial public offering on May 4, 2012. The shares of Preferred Stock did not have an expiration date.
- Abingworth Management LTD (the "Reporting Person") is the investment manager to a number of investment funds that include Abingworth Bioventures IV LP ("ABV IV") and Abingworth Bioventures IV Executives LP ("ABV IV Execs," and together with ABV IV, the "Abingworth Funds"). On May 4, 2012, ABV IV purchased 1,090,650 shares of Common Stock and ABV IV Execs purchased 9,350 shares of Common Stock.
- Following the transactions reported herein, ABV IV holds 3,569,400 shares of Common Stock and ABV IV Execs holds 30,600 shares of Common Stock. The Reporting Person may be deemed to beneficially own the securities reported herein indirectly through the Abingworth Funds. The Reporting Person's interest in the securities reported herein is limited to the extent of its pecuniary interest, if any, in the Abingworth Funds. This report shall not be deemed an admission that the Reporting Person, either Abingworth Fund or any other person is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Remarks:

/s/ John Heard, Authorized Signatory 05/08/2012

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.