

Esperion Therapeutics, Inc.
Form 4
July 01, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JANNEY DANIEL

(Last) (First) (Middle)

ONE EMBARCADERO CENTER, 37TH FLOOR

(Street)

SAN FRANCISCO, CA 94111

(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 | | 1,816,475 | A | <u>1</u> 1,816,475 | I | By Alta Partners VIII, L.P. (2) |
| Common Stock | 07/01/2013 | | P | | 235,714 | A | \$ 14 2,052,189 | I | By Alta Partners VIII, L.P. (2) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|-------------|--|-----------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Series A Preferred Stock | (1) | 07/01/2013 | | C | | 1,816,475 | (1) | (1) | Common Stock |
| Warrant to Purchase Preferred Stock | \$ 1 (3) | 07/01/2013 | | J | | 497,666 (3) | (4) | 02/12/2018 | Series A Preferred Stock |
| Warrant to Purchase Common Stock | \$ 6.99 (3) | 07/01/2013 | | J | | 71,237 (3) | (4) | 02/12/2018 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JANNEY DANIEL ONE EMBARCADERO CENTER 37TH FLOOR SAN FRANCISCO, CA 94111 | X | | | |

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.

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- The reportable securities are owned directly by Alta Partners VIII, L.P. ("APVIII"). The general partner of APVIII is Alta Partners Management VIII, LLC ("APMVIII"). Mr. Janney is a managing director of APMVIII, and he disclaims beneficial ownership of the shares held by APVIII, except to the extent of his pecuniary interest therein.

- Upon the closing of the Issuer's initial public offering, this warrant to purchase shares of Series A Preferred Stock automatically converted on a 6.986-for-1 basis into a warrant to purchase shares of Common Stock, and the exercise price automatically adjusted accordingly. The transaction is listed solely for the purpose of reporting the change in the shares underlying the warrant and the change in exercise price.
- (4) The warrant is immediately exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.