

Egalet Corp
 Form 4
 February 13, 2014

FORM 4

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

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 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 *
 Index Venture Associates III Ltd

2. Issuer Name and Ticker or Trading Symbol
 Egalet Corp [EGLT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 NO. 1 SEATON PLACE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/11/2014

____ Director 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

ST. HELIER, Y9 JE4 8YJ

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Ownership (Instr. 4)
Common Stock	02/11/2014		C	(A) Amount 148,950 (3)	(8) 148,950 (3)	D (1) (3)	Beneficial Ownership
Common Stock	02/11/2014		C	(A) Amount 83,377 (3)	(9) 232,327 (3)	D (1) (3)	Beneficial Ownership
Common Stock	02/11/2014		C	(A) Amount 44,207 (3)	(10) 276,534 (3)	D (1) (3)	Beneficial Ownership
Common Stock	02/11/2014		X	(A) Amount 23,284 (3)	\$ 0.001 299,818 (3)	D (1) (3)	Beneficial Ownership
Common Stock	02/11/2014		C	(A) Amount 28,242 (3)	\$ 6 328,060 (3)	D (1) (3)	Beneficial Ownership
	02/11/2014		C	(A) Amount	\$ 6 394,510 (3)	D (1) (3)	Beneficial Ownership

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Common Stock			66,450 <u>(3)</u>						
Common Stock						89,227 <u>(3)</u>	I		By Egalet A/S <u>(2)</u>
Common Stock	02/11/2014	C	302,576 <u>(4)</u>	A	<u>(8)</u>	302,576 <u>(4)</u>	D <u>(1)</u> <u>(4)</u>		
Common Stock	02/11/2014	C	169,372 <u>(4)</u>	A	<u>(9)</u>	471,948 <u>(4)</u>	D <u>(1)</u> <u>(4)</u>		
Common Stock	02/11/2014	C	89,800 <u>(4)</u>	A	<u>(10)</u>	561,748 <u>(4)</u>	D <u>(1)</u> <u>(4)</u>		
Common Stock	02/11/2014	X	47,298 <u>(4)</u>	A	\$ 0.001	609,046 <u>(4)</u>	D <u>(1)</u> <u>(4)</u>		
Common Stock	02/11/2014	C	57,370 <u>(4)</u>	A	\$ 6	666,416 <u>(4)</u>	D <u>(1)</u> <u>(4)</u>		
Common Stock	02/11/2014	C	134,988 <u>(4)</u>	A	\$ 6	801,404 <u>(4)</u>	D <u>(1)</u> <u>(4)</u>		
Common Stock						181,256 <u>(4)</u>	I		By Egalet A/S <u>(2)</u>
Common Stock	02/11/2014	C	5,390 <u>(5)</u>	A	<u>(8)</u>	5,390 <u>(5)</u>	D <u>(1)</u> <u>(5)</u>		
Common Stock	02/11/2014	C	3,017 <u>(5)</u>	A	<u>(9)</u>	8,407 <u>(5)</u>	D <u>(1)</u> <u>(5)</u>		
Common Stock	02/11/2014	C	1,600 <u>(5)</u>	A	<u>(10)</u>	10,007 <u>(5)</u>	D <u>(1)</u> <u>(5)</u>		
Common Stock	02/11/2014	X	842 <u>(5)</u>	A	\$ 0.001	10,849 <u>(5)</u>	D <u>(1)</u> <u>(5)</u>		
Common Stock	02/11/2014	C	1,021 <u>(5)</u>	A	\$ 6	11,870 <u>(5)</u>	D <u>(1)</u> <u>(5)</u>		
Common Stock	02/11/2014	C	2,403 <u>(5)</u>	A	\$ 6	14,273 <u>(5)</u>	D <u>(1)</u> <u>(5)</u>		
Common Stock						3,229 <u>(5)</u>	I		By Egalet A/S <u>(2)</u>
Common Stock	02/11/2014	C	3,685 <u>(6)</u>	A	<u>(8)</u>	3,685 <u>(6)</u>	D <u>(1)</u> <u>(6)</u>		
Common Stock	02/11/2014	C	2,062 <u>(6)</u>	A	<u>(9)</u>	5,747 <u>(6)</u>	D <u>(1)</u> <u>(6)</u>		
Common Stock	02/11/2014	C	1,093 <u>(6)</u>	A	<u>(10)</u>	6,840 <u>(6)</u>	D <u>(1)</u> <u>(6)</u>		
Common Stock	02/11/2014	X	3,500 <u>(6)</u>	A	\$ 0.001	10,340 <u>(6)</u>	D <u>(1)</u> <u>(6)</u>		
	02/11/2014	C	698 <u>(6)</u>	A	\$ 6	11,038 <u>(6)</u>	D <u>(1)</u> <u>(6)</u>		

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Common Stock								
Common Stock	02/11/2014		C	9,991 ⁽⁶⁾	A	\$ 6	21,029 ⁽⁶⁾	D ⁽¹⁾ ⁽⁶⁾
Common Stock							2,603 ⁽⁶⁾	I
Common Stock	02/11/2014		X	192,076 ⁽⁷⁾	A	\$ 0.001	192,076 ⁽⁷⁾	D ⁽¹⁾ ⁽⁷⁾
Common Stock	02/11/2014		C	548,186 ⁽⁷⁾	A	\$ 6	740,262 ⁽⁷⁾	D ⁽¹⁾ ⁽⁷⁾

By Egalet A/S ⁽²⁾

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

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series A-2 Preferred Stock	⁽⁸⁾	02/11/2014		C	148,950 ⁽³⁾	⁽⁸⁾ ⁽⁸⁾	Common Stock 148,950 ⁽³⁾
Series B Preferred Stock	⁽⁹⁾	02/11/2014		C	83,377 ⁽³⁾	⁽⁹⁾ ⁽⁹⁾	Common Stock 83,377 ⁽³⁾
Series B-1 Preferred Stock	⁽¹⁰⁾	02/11/2014		C	44,207 ⁽³⁾	⁽¹⁰⁾ ⁽¹⁰⁾	Common Stock 44,207 ⁽³⁾
Warrants	\$ 0.001	02/11/2014		X	23,284 ⁽³⁾	⁽¹¹⁾ ⁽¹¹⁾	Common Stock 23,284 ⁽³⁾
Subordinated Convertible Debt	\$ 6	02/11/2014		C	\$ 169,452 ⁽³⁾	⁽¹²⁾ ⁽¹²⁾	Common Stock 28,284 ⁽³⁾
Senior Convertible Debt	\$ 6	02/11/2014		C	\$ 398,711 ⁽³⁾	⁽¹³⁾ ⁽¹³⁾	Common Stock 66,428 ⁽³⁾

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Series A-2 Preferred Stock	<u>(8)</u>	02/11/2014	C	302,576 <u>(4)</u>	<u>(8)</u>	<u>(8)</u>	Common Stock	302,576 <u>(4)</u>
Series B Preferred Stock	<u>(9)</u>	02/11/2014	C	169,372 <u>(4)</u>	<u>(9)</u>	<u>(9)</u>	Common Stock	169,372 <u>(4)</u>
Series B-1 Preferred Stock	<u>(10)</u>	02/11/2014	C	89,800 <u>(4)</u>	<u>(10)</u>	<u>(10)</u>	Common Stock	89,800 <u>(4)</u>
Warrants	\$ 0.001	02/11/2014	X	47,298 <u>(4)</u>	<u>(11)</u>	<u>(11)</u>	Common Stock	47,298 <u>(4)</u>
Subordinated Convertible Debt	\$ 6	02/11/2014	C	\$ 344,224 <u>(4)</u>	<u>(12)</u>	<u>(12)</u>	Common Stock	57,300 <u>(4)</u>
Senior Convertible Debt	\$ 6	02/11/2014	C	\$ 809,939 <u>(4)</u>	<u>(13)</u>	<u>(13)</u>	Common Stock	134,500 <u>(4)</u>
Series A-2 Preferred Stock	<u>(8)</u>	02/11/2014	C	5,390 <u>(5)</u>	<u>(8)</u>	<u>(8)</u>	Common Stock	5,390 <u>(8)</u>
Series B Preferred Stock	<u>(9)</u>	02/11/2014	C	3,017 <u>(5)</u>	<u>(9)</u>	<u>(9)</u>	Common Stock	3,017 <u>(9)</u>
Series B-1 Preferred Stock	\$ 10	02/11/2014	C	1,600 <u>(5)</u>	<u>(10)</u>	<u>(10)</u>	Common Stock	1,600 <u>(10)</u>
Warrants	\$ 0.001	02/11/2014	X	842 <u>(5)</u>	<u>(11)</u>	<u>(11)</u>	Common Stock	842
Subordinated Convertible Debt	\$ 6	02/11/2014	C	\$ 6,132 <u>(5)</u>	<u>(12)</u>	<u>(12)</u>	Common Stock	1,020
Senior Convertible Debt	\$ 6	02/11/2014	C	\$ 14,427 <u>(5)</u>	<u>(13)</u>	<u>(13)</u>	Common Stock	2,400
Series A-2 Preferred Stock	<u>(8)</u>	02/11/2014	C	3,685 <u>(6)</u>	<u>(8)</u>	<u>(8)</u>	Common Stock	3,685 <u>(8)</u>
Series B Preferred Stock	<u>(9)</u>	02/11/2014	C	2,062 <u>(6)</u>	<u>(9)</u>	<u>(9)</u>	Common Stock	2,062 <u>(9)</u>
Series B-1 Preferred Stock	<u>(10)</u>	02/11/2014	C	1,093 <u>(6)</u>	<u>(10)</u>	<u>(10)</u>	Common Stock	1,093 <u>(10)</u>

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Warrants	\$ 0.001	02/11/2014	X	3,500 ⁽⁶⁾	<u>(11)</u>	<u>(11)</u>	Common Stock	3,500
Subordinated Convertible Debt	\$ 6	02/11/2014	C	\$ 4,192 ⁽⁶⁾	<u>(12)</u>	<u>(12)</u>	Common Stock	698
Senior Convertible Debt	\$ 6	02/11/2014	C	\$ 59,953 ⁽⁶⁾	<u>(13)</u>	<u>(13)</u>	Common Stock	9,991
Warrants	\$ 0.001	02/11/2014	X	192,076 ⁽⁷⁾	<u>(11)</u>	<u>(11)</u>	Common Stock	192,076
Senior Convertible Debt	\$ 6	02/11/2014	C	\$ 3,289,131 ⁽⁷⁾	<u>(13)</u>	<u>(13)</u>	Common Stock	548,131

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Index Venture Associates III Ltd NO. 1 SEATON PLACE ST. HELIER, Y9 JE4 8YJ		X		
Index Ventures III (Jersey) L.P. NO. 1 SEATON PLACE ST. HELIER, Y9 JE4 8YJ		X		
Index Ventures III (Delaware) L.P. NO. 1 SEATON PLACE ST. HELIER, Y9 JE4 8YJ		X		
Index Ventures III Parallel Entrepreneur Fund (Jersey) L.P. NO. 1 SEATON PLACE ST. HELIER, Y9 JE4 8YJ		X		
Yucca (Jersey) SLP NO. 1 SEATON PLACE ST. HELIER, Y9 JE4 8YJ		X		
INDEX VENTURES LIFE VI (JERSEY) L.P. NO. 1 SEATON PLACE ST. HELIER, Y9 JE4 8YJ		X		

Signatures

By: Stan Musial, Attorney in fact for Index Venture Associates III Ltd. 02/13/2014
**Signature of Reporting Person Date

By: Stan Musial, Attorney in fact for Index Ventures III (Jersey), L.P. 02/13/2014
**Signature of Reporting Person Date

By: Stan Musial, Attorney in fact for Index Ventures III (Delaware), L.P. 02/13/2014

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<u>Signature of Reporting Person</u>	Date
By: Stan Musial, Attorney in fact for Index Ventures III Parallel Entrepreneur Fund (Jersey)	02/13/2014
<u>Signature of Reporting Person</u>	Date
By: Stan Musial, Attorney in fact for Yucca (Jersey) SLP	02/13/2014
<u>Signature of Reporting Person</u>	Date
By: Stan Musial, Attorney in fact for Index Ventures Life VI (Jersey) L.P.	02/13/2014
<u>Signature of Reporting Person</u>	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).
- These securities are owned, as indicated, by Index Ventures III (Jersey), L.P. ("Jersey"), Index Ventures III (Delaware), L.P. ("Delaware"), or Index Ventures III Parallel Entrepreneur Fund (Jersey) L.P. ("Index PEF"), of which Index Venture Associates III Ltd. ("Index Associates") is the general partner, or Yucca (Jersey) SLP ("Yucca") or Index Ventures Life VI (Jersey) L.P. ("Index VI"), of which Index Associates is an affiliate. Index Associates, Jersey, Delaware, Index PEF, Yucca and Index VI (collectively, the "Index Entities") are members of a "group" for purposes of Section 13(d) of the Exchange Act. This Form 4 is being filed jointly by the Index Entities in connection with the consummation of Egalet Corporation's initial public offering. Each of the Index Entities disclaims beneficial ownership of the securities held of record by any of the other Index Entities, except, in each case, to the extent of their respective proportionate pecuniary interest(s) therein.
- (1) The reporting person is Egalet A/S, a corporation. Jersey, Delaware, Index PEF and Yucca are 6.90%, 14.03%, 0.25% and 0.20% equityholders of Egalet A/S, respectively.
 - (2) These securities are owned by Jersey.
 - (3) These securities are owned by Delaware.
 - (4) These securities are owned by Index PEF.
 - (5) These securities are owned by Yucca
 - (6) These securities are owned by Index VI.
 - (7) The Series A-2 Preferred Stock automatically converted into Egalet Corporation common stock on a 1-for-1 basis immediately prior to the consummation of Egalet Corporation's initial public offering.
 - (8) The Series B Preferred Stock automatically converted into Egalet Corporation common stock on a 1-for-1 basis immediately prior to the consummation of Egalet Corporation's initial public offering.
 - (9) The Series B-1 Preferred Stock automatically converted into Egalet Corporation common stock on a 1-for-1 basis immediately prior to the consummation of Egalet Corporation's initial public offering.
 - (10) The warrants were automatically exercised into Egalet Corporation common stock immediately prior to the consummation of the Egalet Corporation's initial public offering on a 1-for-1 basis, pursuant to the securityholders' purchase of a specified minimum amount of common stock in such offering.
 - (11) The subordinated convertible debt automatically converted into Egalet Corporation common stock immediately prior to the consummation of Egalet Corporation's initial public offering, based on a conversion price equal to 50% of the per share price in such offering, which was \$12 per share.
 - (12) The senior convertible debt automatically converted into Egalet Corporation common stock immediately prior to the consummation of Egalet Corporation's initial public offering, based on a conversion price equal to 50% of the per share price in such offering, which was \$12 per share.
 - (13)

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.