

Esperion Therapeutics, Inc.
Form 4
July 01, 2013

FORM 4

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

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

OMB APPROVAL

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Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LANGE LOUIS G

(Last) (First) (Middle)

C/O ESPERION THERAPEUTICS,
INC., 46701 COMMERCE CENTER
DRIVE

(Street)

PLYMOUTH, MI 48170

(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		186,989	A	<u>11</u>	186,989	I	By Asset Management Company Venture Fund, L.P. ⁽²⁾
Common Stock	07/01/2013		C		14,314	A	<u>11</u>	14,314	D	
Common Stock	07/01/2013		P		3,500	A	\$ 14	17,814	D	
Common	07/01/2013		P		10,714	A	\$ 14	197,703	I	By Asset

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Stock

Management
Company
Venture
Fund, L.P. (2)

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

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SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount Number Share
Series A Preferred Stock	<u>(1)</u>	07/01/2013		C	186,989	<u>(1)</u> <u>(1)</u>	Common Stock 186,
Series A Preferred Stock	<u>(1)</u>	07/01/2013		C	14,314	<u>(1)</u> <u>(1)</u>	Common Stock 14,3
Warrant to Purchase Preferred Stock	\$ 1 <u>(3)</u>	07/01/2013		J	51,230 <u>(3)</u>	<u>(4)</u> 02/12/2018	Series A Preferred Stock 51,2
Warrant to Purchase Common Stock	\$ 6.99 <u>(3)</u>	07/01/2013		J	7,333 <u>(3)</u>	<u>(4)</u> 02/12/2018	Common Stock 7,3

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

LANGE LOUIS G
C/O ESPERION THERAPEUTICS, INC.
46701 COMMERCE CENTER DRIVE
PLYMOUTH, MI 48170

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.

The reportable securities are owned directly by Asset Management Company Venture Fund, L.P. ("AMCVF"). The general partner of
- (2) AMCVF is Asset Management Ventures (GP) LLC ("AMV GP"). Dr. Lange is a managing member of AMV GP, and he disclaims beneficial ownership of the shares held by AMCVF, 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
- (3) 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.
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