

Adamas Pharmaceuticals Inc
Form 4
September 16, 2016

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

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

1. Name and Address of Reporting Person *
Ericson William W.

(Last) (First) (Middle)

C/O MOHR DAVIDOW
VENTURES, 3000 SAND HILL
ROAD, #3-290

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Adamas Pharmaceuticals Inc
[ADMS]

3. Date of Earliest Transaction
(Month/Day/Year)
09/14/2016

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	09/14/2016		P		54,537	A	\$ 16.4253 (1)
					4,023,364	I	MDV VII LP, nom for MDV VII LP, MDV VII Leaders' Fund LP, MDV ENF VII (A) LP, and MDV

Common Stock	09/15/2016	P	200	A	\$ 16.5	4,023,564	I	ENF VII (B) LP ⁽²⁾ MDV VII LP, nom for MDV VII LP, MDV VII Leaders' Fund LP, MDV ENF VII (A) LP, and MDV ENF VII (B) LP ⁽²⁾ MDV VII LP, nom for MDV VII LP, MDV VII Leaders' Fund LP, MDV ENF VII (A) LP, and MDV ENF VII (B) LP ⁽²⁾
Common Stock	09/16/2016	P	8,240	A	\$ 16.8079 <u>(3)</u>	4,031,804	I	MDV VII LP, nom for MDV VII LP, MDV VII Leaders' Fund LP, MDV ENF VII (A) LP, and MDV ENF VII (B) LP ⁽²⁾ MDV IX, L.P., as nominee for MDV IX, L.P., and MDV ENF IX, L.P. ⁽⁴⁾
Common Stock						287,992	I	MDV VII, L.P. ⁽²⁾ MDV ENF VII (A), L.P. ⁽²⁾ MDV ENF VII (B), L.P. ⁽²⁾
Common Stock						265,150	I	
Common Stock						6,043	I	
Common Stock						3,146	I	

Common Stock	25,661	I	MDV VII Leaders' Fund, L.P. <u>(2)</u>
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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 displays a currently valid OMB control number.

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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ericson William W. C/O MOHR DAVIDOW VENTURES 3000 SAND HILL ROAD, #3-290 MENLO PARK, CA 94025	X	X		

Signatures

William W.
Ericson

09/16/2016

 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)

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Price reflected is the weighted-average purchase price for shares purchased. The range of the purchase prices for the transaction was \$16.22 and \$16.50 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

Seventh MDV Partners, L.L.C. is the general partner of (i) MDV VII, L.P., as nominee for MDV VII, L.P., MDV ENF VII(A), L.P., MDV ENF VII(B), L.P., and MDV VII Leaders' Fund, L.P., (ii) MDV VII, L.P., (iii) MDV ENF VII(A), L.P., (iv) MDV ENF VII(B), L.P., and (v) MDV VII Leaders' Fund, L.P. (collectively, "MDV VII"). Feiber and Nancy Schoendorf ("Schoendorf") are Managing

- (2) Members of Seventh MDV Partners, L.L.C. Feiber and Schoendorf may be deemed to share voting and dispositive power over the shares held by MDV VII. Each Reporting Person disclaims beneficial ownership of the shares held by MDV VII except to the extent of any pecuniary interest therein. Ericson, a general partner with Mohr Davidow Ventures, may be deemed to indirectly beneficially own the shares affiliated with MDV VII. Ericson is a director of the Issuer and, accordingly, files separate Section 16 reports.

Price reflected is the weighted-average purchase price for shares purchased. The range of the purchase prices for the transaction was

- (3) \$16.52 and \$17.00 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

Ninth MDV Partners, L.L.C. is the general partner of MDV IX, L.P., as nominee for MDV IX, L.P. and MDV ENF IX, L.P. (collectively, "MDV IX"). William Ericson ("Ericson") and Jonathan Feiber ("Feiber") are Managing Members of Ninth MDV Partners, L.L.C. Ericson

- (4) and Feiber may be deemed to share voting and dispositive power over the shares held by MDV IX. Each Reporting Person disclaims beneficial ownership of the shares held by MDV IX except to the extent of any pecuniary interest therein. Ericson is a director of the Issuer and, accordingly, files separate Section 16 reports.

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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