

Esperion Therapeutics, Inc.
Form 4
July 01, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

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

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. 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.