

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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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 *
Alta Partners VIII, L.P.

2. Issuer Name and Ticker or Trading Symbol
Esperion Therapeutics, Inc. [ESPR]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
ONE EMBARCADERO CENTER, 37TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2013

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

SAN FRANCISCO, CA 94111

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

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	1,816,475	See footnote (2)
Common Stock	07/01/2013		P		235,714	A	\$ 14 2,052,189	See footnote (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)

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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 Security (Instr. 3 and 4)
					V	(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
Alta Partners VIII, L.P. ONE EMBARCADERO CENTER 37TH FLOOR SAN FRANCISCO, CA 94111		X		
Alta Partners Management VIII, LLC ONE EMBARCADERO CENTER 37TH FLOOR SAN FRANCISCO, CA 94111		X		
CHAMPSI FARAH ONE EMBARCADERO CENTER 37TH FLOOR SAN FRANCISCO, CA 94111		X		
NOHRA GUY P ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111		X		

Signatures

By Alta Partners Management VIII, LLC, by /s/ Guy Nohra, managing director	07/01/2013
__Signature of Reporting Person	Date
/s/ Daniel Janney, managing director	07/01/2013
__Signature of Reporting Person	Date
/s/ Guy Nohra, managing director	07/01/2013
__Signature of Reporting Person	Date
/s/ Farah Champsi, managing director	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.

These securities are held of record by Alta Partners VIII, L.P. ("APVIII"). Alta Partners Management VIII, LLC ("APMVIII") is the general partner of APVIII. Guy Nohra, Daniel Janney and Farah Champsi are managing directors of APMVIII and exercise shared voting and investment power with respect to the shares owned by APVIII. Each of the reporting persons disclaims beneficial ownership of such securities, except to the extent of his or its proportionate pecuniary interest therein. Mr. Janney, as a director of the Issuer, files Section 16 reports separately.
- (2) 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.
- (3) The warrant is immediately exercisable.
- (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.