

JANNEY DANIEL
Form 4
January 22, 2018

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 *
JANNEY DANIEL

(Last) (First) (Middle)

ONE EMBARCADERO CENTER,
SUITE 3700

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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

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

01/18/2018

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	01/18/2018		M		71,237 A \$ 6.99	631,204 ⁽¹⁾	I See Footnote ⁽²⁾
Common Stock	01/18/2018		F		6,640 D \$ 74.96	624,564	I See Footnote ⁽²⁾
Common Stock	12/29/2017		G ⁽³⁾	V ⁽³⁾	31,466 ⁽³⁾ D \$ 0 ⁽³⁾	0 ⁽³⁾	I See Footnote ⁽⁴⁾
Common Stock	12/29/2017		G	V	7,020 D \$ 0	0	I See Footnote

(5)

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

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(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)	Amount or Number of Shares
Warrant to Purchase Common Stock	\$ 6.99	01/18/2018		M	71,237	<u>(6)</u> 02/12/2018	Common Stock	71,237

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JANNEY DANIEL ONE EMBARCADERO CENTER, SUITE 3700 SAN FRANCISCO, CA 94111	X			

Signatures

/s/ Daniel S. Janney 01/22/2018

**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) Gives effect to the distribution of 800,000 shares of Common Stock distributed by Alta Partners VIII, L.P. ("APVIII") on a pro rata basis, for no additional consideration, to its partners on December 20, 2017, which distribution was not required to be reported under Section 16

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pursuant to SEC rules. Alta Bioequities, L.P. ("Alta Bioequities") received 31,466 of these shares. Alta Bioequities Management, LLC is the general partner of Alta Bioequities, L.P. The Reporting Person is the Managing Director of Alta Bioequities Management, LLC and may be deemed to have voting and investment power over the shares owned by Alta Bioequities, L.P.

These securities are owned directly by APVIII. The general partner of APVIII is Alta Partners Management VIII, LLC ("APMVIII"). Mr.

(2) Janney is a managing director of APMVIII, and he disclaims beneficial ownership of the shares held by APVIII, except to the extent of his pecuniary interest therein.

- (3) Gift of 31,466 shares of Common Stock held by Alta Bioequities as described in footnote (1).

These shares were held by Alta Bioequities. Alta Bioequities Management, LLC is the general partner of Alta Bioequities. The Reporting

(4) Person is the Managing Director of Alta Bioequities Management, LLC and may be deemed to have voting and investment power over the shares owned by Alta Bioequities.

These shares were held by the Daniel Janney and Noelle Montgomery Family Trust DTD May 26, 1998 (the "Trust"). The Reporting

(5) Person is a Trustee of the Trust. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

- (6) 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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