

MARINUS PHARMACEUTICALS INC
Form SC 13G/A
February 13, 2018

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

SCHEDULE 13G

(Amendment No. 2)*

MARINUS PHARMACEUTICALS, INC.
(Name of Issuer)

Voting Common Stock, par value \$0.001 per share
(Title of Class of Securities)

56854Q101
(CUSIP Number)

December 31, 2017
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.
56854Q101

13G Page 2 of 9 Pages

1 NAME OF REPORTING
PERSONS

Moshe Arkin

2 CHECK THE APPROPRIATE
BOX IF A MEMBER OF A
GROUP (See instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

Israel

5 SOLE VOTING
POWER

NUMBER
OF
SHARES
BENEFICIAI~~L~~
LY
OWNED
BY
EACH
REPORTING₇
PERSON
WITH

SHARED VOTING
POWER

0

SOLE DISPOSITIVE
POWER

8 SHARED
DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT
BENEFICIAI~~L~~
LY OWNED BY
EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES CERTAIN
SHARES (See instructions)

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW 9

0%

TYPE OF REPORTING
PERSON (See instructions)

12

IN

2

CUSIP No.
56854Q101

13G Page 3 of 9 Pages

1 NAME OF REPORTING PERSONS
Sphera Funds Management Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER
0

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See instructions)

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW 9

11

0%

TYPE OF REPORTING
PERSON (See instructions)

12

CO

3

CUSIP No.
56854Q101

13G Page 4 of 9 Pages

1 NAME OF REPORTING PERSONS
Sphera Global Healthcare GP Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER
0
SOLE DISPOSITIVE POWER

SHARED DISPOSITIVE POWER
8
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See instructions)

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW 9

11

0%

TYPE OF REPORTING
PERSON (See instructions)

12

CO

4

CUSIP No.
56854Q101

13G Page 5 of 9 Pages

1 NAME OF REPORTING PERSONS
Sphera Global Healthcare Management LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER
0

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See instructions)

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW 9

11

0%

TYPE OF REPORTING
PERSON (See instructions)

12

CO

5

Item 1. (a) Name of Issuer:

Marinus Pharmaceuticals, Inc.

(b) Address of Issuer's Principal Executive Offices:

170 N. Radnor Chester Rd, Suite 250
Radnor, PA 19087

Item 2. (a) Name of Person Filing:

Moshe Arkin

Sphera Funds Management Ltd.

Sphera Global Healthcare GP Ltd.

Sphera Global Healthcare Management LP

(b) Address of Principal Business Office:

Moshe Arkin – 6 Hachoshlim St., Herzelia, Israel

Sphera Funds Management Ltd. – 21 Ha'arba'ah Street, Tel Aviv 64739, Israel

Sphera Global Healthcare GP Ltd. – 21 Ha'arba'ah Street, Tel Aviv 64739, Israel

Sphera Global Healthcare Management LP – 21 Ha'arba'ah Street, Tel Aviv 64739, Israel

(c) Citizenship:

Moshe Arkin – Israel

Sphera Funds Management Ltd. – Israel

Sphera Global Healthcare GP Ltd. – Israel

Sphera Global Healthcare Management LP – Israel

(d) Title of Class of Securities:

Voting Common Stock, par value \$0.001 per share

(e) CUSIP Number:

56854Q101

Item 3. Not applicable.

Item 4. Ownership:

None.

Item 5. Ownership of Five Percent or Less of a Class:

Moshe Arkin

Sphera Funds Management Ltd.

Sphera Global Healthcare GP Ltd.

Sphera Global Healthcare Management LP

Item 6. Ownership of More than Five Percent on Behalf of Another:

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not applicable.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certification:

Not applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2018

Moshe Arkin

/s/ Moshe Arkin

By: Moshe Arkin

Sphera Funds Management Ltd.

/s/ Ori Goldfarb

By: Ori Goldfarb

Title: Chief Executive Officer

Sphera Global Healthcare GP Ltd.

/s/ Ori Goldfarb

By: Ori Goldfarb

Title: Chief Executive Officer

Sphera Global Healthcare Management LP

/s/ Doron Breen

By: Doron Breen

Title: Managing Partner

EXHIBIT NO. DESCRIPTION

Exhibit 1 Joint Filing Agreement by and among the Reporting Persons, dated as of July 5, 2016 (incorporated herein by reference to Exhibit 1 to the Schedule 13G filed on July 6, 2016).

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