

MARINUS PHARMACEUTICALS INC

Form 4

October 24, 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
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mehra Anand

(Last) (First) (Middle)

C/O SOFINNOVA
VENTURES, 3000 SAND HILL
ROAD, 4-250

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

MARINUS PHARMACEUTICALS
INC [MRNS]

3. Date of Earliest Transaction
(Month/Day/Year)
10/20/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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)
Common Stock	10/20/2016		S	724,788 D	\$ 1.389 1,134,851	I	See footnote (1)
Common Stock	10/20/2016		S	13,367 D	\$ 1.389 224,845	I	See footnote (2)
Common Stock	10/20/2016		S	12,528 D	\$ 1.389 15,470	I	See footnote (3)

Edgar Filing: MARINUS PHARMACEUTICALS INC - Form 4

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 Repo 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
Mehra Anand C/O SOFINNOVA VENTURES 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025	X
SOFINNOVA VENTURE PARTNERS VI L P C/O SOFINNOVA VENTURES 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025	X
Sofinnova Venture Partners VI GmbH & Co. KG C/O SOFINNOVA VENTURES 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025	X
Sofinnova Venture Affiliates VI LP C/O SOFINNOVA VENTURES 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025	X
Sofinnova Management VI, L.L.C. C/O SOFINNOVA VENTURES 3000 SAND HILL ROAD, 4-250	X

MENLO PARK, CA 94025

Buatois Eric

C/O SOFINNOVA VENTURES
3000 SAND HILL ROAD, 4-250
MENLO PARK, CA 94025

X

HEALY JAMES

C/O SOFINNOVA VENTURES
3000 SAND HILL ROAD, 4-250
MENLO PARK, CA 94025

X

Azan Alain

C/O SOFINNOVA VENTURES
3000 SAND HILL ROAD, 4-250
MENLO PARK, CA 94025

X

POWELL MICHAEL

C/O SOFINNOVA VENTURES
3000 SAND HILL ROAD, 4-250
MENLO PARK, CA 94025

X

Signatures

/s/ Nathalie Auber, attorney-in-fact for Anand Mehra

10/24/2016

__Signature of Reporting Person

Date

/s/ Nathalie Auber, Attorney-in-Fact for Sofinnova Venture Partners VI, L.P.

10/24/2016

__Signature of Reporting Person

Date

/s/ Nathalie Auber, Attorney-in-Fact for Sofinnova Venture Partners VI GmbH & Co.
KG

10/24/2016

__Signature of Reporting Person

Date

/s/ Nathalie Auber, Attorney-in-Fact for Sofinnova Venture Affiliates VI, L.P.

10/24/2016

__Signature of Reporting Person

Date

/s/ Nathalie Auber, Attorney-in-Fact for Sofinnova Management VI, L.L.C.

10/24/2016

__Signature of Reporting Person

Date

/s/ Nathalie Auber, Attorney-in-Fact for Alain Azan

10/24/2016

__Signature of Reporting Person

Date

/s/ Nathalie Auber, Attorney-in-Fact for Eric Buatois

10/24/2016

__Signature of Reporting Person

Date

/s/ Nathalie Auber, Attorney-in-Fact for James Healy

10/24/2016

__Signature of Reporting Person

Date

/s/ Nathalie Auber, Attorney-in-Fact for Michael Powell

10/24/2016

__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) Shares are held by Sofinnova Venture Partners VI, L.P. ("SVP VI"). Sofinnova Management VI, L.L.C. ("SM VI") is the general partner of SVP VI and James I. Healy ("Healy"), Michael F. Powell ("Powell"), Alain L. Azan ("Azan") and Eric P. Buatois ("Buatois"), the managing members of SM VI, and Anand Mehra ("Mehra"), a former director of the Issuer, may be deemed to share voting and dispositive power over the shares held by such entities.

(2) Shares are held by Sofinnova Venture Partners VI GmbH & Co. KG ("SVP KG"). SM VI is the managing limited partner of SVP KG, and Healy, Powell, Azan and Buatois, the managing members of SM VI, and Mehra, a former director of the Issuer, may be deemed to share voting and dispositive power over the shares held by such entities.

(3) Shares are held by Sofinnova Venture Affiliates VI, L.P. ("SVA VI"). SM VI is the general partner of SVA VI, and Healy, Powell, Azan and Buatois, the managing members of SM VI, and Mehra, a former director of the Issuer, may be deemed to share voting and dispositive power over the shares held by such entities.

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.