

Koppel Adam
 Form 4
 December 19, 2017

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

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 *
 Bain Capital Life Sciences Investors, LLC

2. Issuer Name and Ticker or Trading Symbol
 MARINUS PHARMACEUTICALS INC [MRNS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 200 CLARENDON STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/15/2017

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

BOSTON, MA 02116

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 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 or Price | | | | | |
| Common Stock | 12/15/2017 | | S | | 719,665 <u>(1) (6)</u> | D | \$ 8.0179 <u>(1) (6)</u> | 4,530,335 | I | See footnotes <u>(7) (8)</u> |
| Common Stock | 12/15/2017 | | S | | 102,882 <u>(2) (6)</u> | D | \$ 8.636 <u>(2) (6)</u> | 4,427,453 | I | See footnotes <u>(7) (8)</u> |
| Common Stock | 12/18/2017 | | S | | 300,000 <u>(3) (6)</u> | D | \$ 7.5048 <u>(3) (6)</u> | 4,127,453 | I | See footnotes <u>(7) (8)</u> |
| Common Stock | 12/19/2017 | | S | | 94,771 <u>(4) (6)</u> | D | \$ 7.6209 | 4,032,682 | I | See footnotes |

Edgar Filing: Koppel Adam - Form 4

| | | | | | | | | | |
|--------------|------------|--|---|---------------------------------|-----------------------|---------------------------------------|-----------|---|--|
| | | | | | <u>(4)</u> <u>(6)</u> | | | | <u>(7)</u> <u>(8)</u> |
| Common Stock | 12/19/2017 | | S | 55,229 <u>(5)</u> <u>(6)</u> | D | \$ 7.1055 <u>(5)</u> <u>(6)</u> | 3,977,453 | I | See footnotes <u>(7)</u> <u>(8)</u> |

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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Bain Capital Life Sciences Investors, LLC 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| Bain Capital Life Sciences Partners, LP 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| Bain Capital Life Sciences Fund, L.P. 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BCIP Life Sciences Associates, LP 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| | | X | | |

Schwartz Jeffrey Lawrence
200 CLARENDON STREET
BOSTON, MA 02116

Koppel Adam
200 CLARENDON STREET
BOSTON, MA 02116

X

Signatures

| | |
|---|------------|
| BAIN CAPITAL LIFE SCIENCES INVESTORS, LLC, By: /s/ Adam Koppel, Name: Adam Koppel, Title: Managing Director | 12/19/2017 |
| __Signature of Reporting Person | Date |
| BAIN CAPITAL LIFE SCIENCES PARTNERS, LP, By: Bain Capital Life Sciences Investors, LLC, its general partner, By: /s/ Adam Koppel, Name: Adam Koppel, Title: Managing Director | 12/19/2017 |
| __Signature of Reporting Person | Date |
| BAIN CAPITAL LIFE SCIENCES FUND, L.P., By: Bain Capital Life Sciences Partners, LP, its general partner, By: Bain Capital Life Sciences Investors, LLC, its general partner, By: /s/ Adam Koppel, Name: Adam Koppel, Title: Managing Director | 12/19/2017 |
| __Signature of Reporting Person | Date |
| BCIP LIFE SCIENCES ASSOCIATES, LP, By: Boylston Coinvestors, LLC, its general partner, By: /s/ Adam Koppel, Name: Adam Koppel, Title: Authorized Signatory | 12/19/2017 |
| __Signature of Reporting Person | Date |
| /s/ Jeffrey Schwartz | 12/19/2017 |
| __Signature of Reporting Person | Date |
| /s/ Adam Koppel | 12/19/2017 |
| __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) On December 15, 2017, Bain Capital Life Sciences Fund, L.P. ("BC LS") and BCIP Life Sciences Associates, LP ("BCIP LS" and, together with BC LS, the "Bain Life Sciences Entities") sold 652,840 and 66,825 shares of common stock, respectively, at a weighted average price of \$8.0179. The shares were sold in multiple transactions at prices ranging from \$7.89 to \$8.495. Following such sales, BC LS and BCIP LS held 4,109,671 and 420,664 shares of common stock, respectively.
 - (2) On December 15, 2017, BC LS and BCIP LS sold 93,329 and 9,553 shares of common stock, respectively, at a weighted average price of \$8.636. The shares were sold in multiple transactions at prices ranging from \$8.50 to \$9.045. Following such sales, BC LS and BCIP LS held 4,016,342 and 411,111 shares of common stock, respectively.
 - (3) On December 18, 2017, BC LS and BCIP LS sold 272,143 and 27,857 shares of common stock, respectively, at a weighted average price of \$7.5048. The shares were sold in multiple transactions at prices ranging from \$7.05 to \$7.905. Following such sales, BC LS and BCIP LS held 3,744,199 and 383,254 shares of common stock, respectively.
 - (4) On December 19, 2017, BC LS and BCIP LS sold 85,971 and 8,800 shares of common stock, respectively, at a weighted average price of \$7.6209. The shares were sold in multiple transactions at prices ranging from \$7.50 to \$8.02. Following such sales, BC LS and BCIP LS held 3,658,228 and 374,454 shares of common stock, respectively.
 - (5) On December 19, 2017, BC LS and BCIP LS sold 50,101 and 5,128 shares of common stock, respectively, at a weighted average price of \$7.1055. The shares were sold in multiple transactions at prices ranging from \$6.86 to \$7.498. Following such sales, BC LS and BCIP LS

Edgar Filing: Koppel Adam - Form 4

held 3,608,127 and 369,326 shares of common stock, respectively.

(6) Each of the Bain Life Sciences Entities undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) through (5) to this Form 4.

(7) Bain Capital Life Sciences Investors, LLC ("BCI LS") is the general partner of Bain Capital Life Sciences Partners, LP ("BC LS P"), which is the general partner of BC LS. As a result, BC LS P may be deemed to share voting and dispositive power with respect to the securities held by BC LS.

(8) The governance, investment strategy and decision-making process with respect to the investments held by the Bain Life Sciences Entities is directed by BCI LS, whose managers are Jeffrey Schwartz and Adam Koppel. As a result, BCI LS, Mr. Schwartz and Dr. Koppel may each be deemed to share voting and dispositive power with respect to the securities held by the Bain Life Sciences Entities. BCI LS, Mr. Schwartz and Dr. Koppel each disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

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.