

NUPATHE INC.  
Form SC 13G/A  
February 14, 2014  
**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 3)\***

**NUPATHE INC.**

(Name of Issuer)

**COMMON STOCK**

(Title of Class of Securities)

67059M100

(CUSIP Number)

December 31, 2013

(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).

**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.**

13G

CUSIP No. 67059M100 Page 2 of 5

1. Names of Reporting Persons.

GlaxoSmithKline plc

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

England and Wales

5. Sole Voting Power

4,183,652\*

Number of Shares 6. Shared Voting Power

Beneficially 0

Owned by 7. Sole Dispositive Power

Each Reporting Person With: 4,183,652\*

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,183,652\*

10. Check if the Aggregate Amount in Row (9)

Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

12.0%

12. Type of Reporting Person

CO

\*Includes 1,515,635 shares of common stock issuable upon exercise of a warrant, which is exercisable at the election of the holder.



13G/A3

CUSIP No. 67059M100

**ITEM 1.**

(a) Name of Issuer:  
NuPathe Inc.

(b) Address of Issuer's Principal Executive Offices:  
7 Great Valley Parkway  
Suite 300  
Malvern, PA 19355

**ITEM 2.**

(a) Name of Person Filing:  
GlaxoSmithKline plc

(b) Address of Principal Business Office, or if None, Residence:  
980 Great West Road  
Brentford  
Middlesex  
TW8 9GS ENGLAND

(c) Citizenship:  
England and Wales

(d) Title of Class of Securities:

Common Stock, par value \$0.001 per share

67059M100

(e)

CUSIP Number:

**ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

Not Applicable

**ITEM 4. OWNERSHIP.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

The information in items 1 and 5 through 11 on the cover pages (page 2) on Schedule 13G is hereby incorporated by reference.

As indicated on the cover page, the Reporting Person is filing this Schedule 13G pursuant to Rule 13d-1(c) of the Act. The cover page of Amendment 2 to Schedule 13G filed by the Reporting Person on February 12, 2013 ("Amendment 2") incorrectly indicated that such amendment was being filed pursuant to Rule 13d-1(d) of the Act. This Schedule 13G is also being filed to correct certain calculations in Amendment 2.

13G/A3

CUSIP No. 67059M100

**ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

INSTRUCTION: Dissolution of a group requires a response to this item.

**ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.**

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

<b>S.R. One, Limited*</b>	<b>4,183,652</b>	<b>12.0%</b>
---------------------------	------------------	--------------

\*Shares are held of record by S.R. One, Limited, an indirect, wholly-owned subsidiary of the Reporting Person.

**ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.**

If a parent holding company or Control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N.A

**ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.**

If a group has filed this schedule pursuant to ss.240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to ss.240.13d-1(c) or ss.240.13d-1(d), attach an exhibit stating the identity of each member of the group.

N.A

**ITEM 9. NOTICE OF DISSOLUTION OF GROUP.**

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N.A



13G/A3

CUSIP No. 67059M100

**ITEM 10. CERTIFICATIONS.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

**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.

02/14/2014

---

(Date)

/s/ Simon Dingemans

---

(Signature)

Simon Dingemans, Chief Financial Officer

---

(Name/Title)

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.