

Esperion Therapeutics, Inc.
Form S-1MEF
June 25, 2013

As filed with the Securities and Exchange Commission on June 25, 2013.

Registration No. 333-

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

FORM S-1

REGISTRATION STATEMENT

Under
The Securities Act of 1933

ESPERION THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

26-1870780
(I.R.S. Employer
Identification Number)

46701 Commerce Center Drive

Plymouth, MI 48170

(734) 862-4840

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(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Tim M. Mayleben

President and Chief Executive Officer

46701 Commerce Center Drive

Plymouth, MI 48170

(734) 862-4840

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Mitchell S. Bloom, Esq.
Arthur R. McGivern, Esq.

Goodwin Procter LLP
Exchange Place
53 State Street
Boston, MA 02109
(617) 570-1000

Troy A. Ignelzi

Vice President Business Development
Esperion Therapeutics, Inc.
46701 Commerce Center Drive
Plymouth, MI 48170
(734) 862-4840

Bruce K. Dallas, Esq.

Davis Polk & Wardwell LLP
1600 El Camino Real
Menlo Park, CA 94025
(650) 752-2000

Approximate date of commencement of proposed sale to the public:

As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-188595

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Smaller Reporting Company

(Do not check if a
smaller reporting
company)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be registered(1)	Proposed maximum aggregate offering price per share	Proposed maximum aggregate offering price	Amount of registration fee(2)
Common stock, \$0.001 par value per share	575,000 \$	14.00 \$	8,050,000 \$	1,098.02

- (1) Represents only the additional number of shares being registered and includes 75,000 shares of common stock issuable upon exercise of the underwriters option to purchase additional shares. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-188595).
- (2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously registered securities at an aggregate offering price not to exceed \$77,625,000 on a Registration Statement on Form S-1 (File No. 333-188595), which was declared effective by the Securities and Exchange Commission on June 25, 2013. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$14.00 is hereby registered, which includes shares issuable upon the exercise of the underwriters option to purchase additional shares.

The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

Explanatory note and incorporation by reference

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the Securities Act). The contents of the Registration Statement on Form S-1 (File No. 333-188595) filed by Esperion Therapeutics, Inc. with the Securities and Exchange Commission (the Commission) pursuant to the Securities Act, which was declared effective by the Commission on June 25, 2013, are incorporated by reference into this Registration Statement.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Plymouth, Michigan on the 25th day of June, 2013.

ESPERION THERAPEUTICS, INC.

By: */s/ Tim M. Mayleben*
 Tim M. Mayleben
President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act, this Registration Statement on Form S-1 has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
<i>/s/ Tim M. Mayleben</i> Tim M. Mayleben	President, Chief Executive Officer and Director <i>(Principal Executive Officer and Principal Financial Officer)</i>	June 25, 2013
<i>/s/ Richard B. Bartram</i> Richard B. Bartram	Controller <i>(Principal Accounting Officer)</i>	June 25, 2013
* Patrick Enright	Director	June 25, 2013
* Dov A. Goldstein, M.D.	Director	June 25, 2013
* Daniel Janney	Director	June 25, 2013
* Louis G. Lange, M.D., Ph.D.	Director	June 25, 2013
* Roger S. Newton, Ph.D., FAHA	Chief Scientific Officer, Director and Executive Chairman	June 25, 2013
* Nicole Vitullo	Director	June 25, 2013

*By: */s/ Richard B. Bartram*
 Richard B. Bartram
 Attorney-in-fact

EXHIBIT INDEX

Exhibit No.		Exhibit Index
5.1	Opinion of Goodwin Procter LLP	
23.1	Consent of Ernst & Young LLP	
23.2	Consent of Goodwin Procter LLP (included in Exhibit 5.1)	
24.1*	Power of Attorney	

* Previously filed on the signature page to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-188595), originally filed with the Securities and Exchange Commission on May 14, 2013 and incorporated by reference herein.