

VITULLO NICOLE
Form 4
January 26, 2018

FORM 4

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

OMB APPROVAL

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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 *
VITULLO NICOLE

(Last) (First) (Middle)

C/O DOMAIN ASSOCIATES, LLC, ONE PALMER SQUARE

(Street)

PRINCETON, NJ 08542

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Esperion Therapeutics, Inc. [ESPR]

3. Date of Earliest Transaction
(Month/Day/Year)
01/24/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/24/2018		J ⁽¹⁾		850,000	D	\$ 6.99	1,037,852	I	By Domain Partners VII, L.P. ⁽²⁾
Common Stock	01/24/2018		J ⁽¹⁾		8,500	A	\$ 6.99	8,500	I	By One Palmer Square Associates VII, LLC ⁽³⁾
Common Stock	01/24/2018		M		70,042	A	\$ 6.99	1,107,894	I	By Domain Partners VII, L.P. ⁽²⁾

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Common Stock	01/24/2018	F	6,814	D	\$ 71.82	1,101,080	I	By Domain Partners VII, L.P. ⁽²⁾
Common Stock	01/24/2018	M	1,193	A	\$ 6.99	27,120	I	By DP VII Associates, L.P. ⁽⁴⁾
Common Stock	01/24/2018	F	117	D	\$ 71.82	27,003	I	By DP VII Associates, L.P. ⁽⁴⁾
Common Stock	01/25/2018	S	11,674	D	\$ 71.79 ⁽⁵⁾	15,329	I	By DP VII Associates, L.P. ⁽⁴⁾
Common Stock	01/26/2018	J ⁽⁶⁾	8,500	D	<u>6</u>	0	I	By One Palmer Square Associates VII, LLC ⁽³⁾
Common Stock	01/26/2018	J ⁽⁶⁾	645	A	<u>6</u>	3,177	D	
Common Stock						21,471	I	By Domain Associates, LLC ⁽⁷⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrant to Purchase Common	\$ 6.99	01/24/2018		M	70,042	07/01/2013	02/12/2018	Common Stock	70,042

Stock

Warrant

to

Purchase	\$ 6.99	01/24/2018	M	1,193	07/01/2013	02/12/2018	Common Stock	1,193
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Common

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VITULLO NICOLE C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON, NJ 08542	X			

Signatures

/s/ Lisa A. Kraeutler, Attorney-in-Fact	01/26/2018
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**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) Distribution of shares in kind by Domain Partners VII, L.P. to its partners, including 8,500 shares to One Palmer Square Associates VII, LLC, the sole general partner of Domain Partners VII, L.P.

As a managing member of One Palmer Square Associates VII, LLC, the sole general partner of Domain Partners VII, L.P., the Reporting Person may be deemed to indirectly beneficially own the securities of the Issuer held by Domain Partners VII, L.P. Pursuant to

- (2) Instruction 4(b)(iv) of Form 4, the Reporting Person has elected to report as indirectly beneficially owned the entire number of securities owned by Domain Partners VII, L.P, however she disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed her pecuniary interest therein and/or that are not actually distributed to her.

As a managing member of One Palmer Square Associates VII, LLC, the Reporting Person may be deemed to indirectly beneficially own the shares of Common Stock held by One Palmer Square Associates VII, LLC. Pursuant to Instruction 4(b)(iv) of Form 4, the Reporting

- (3) Person has elected to report as indirectly beneficially owned the entire number of securities owned by One Palmer Square Associates VII, LLC, however she disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed her pecuniary interest therein and/or that are not actually distributed to her.

As a managing member of One Palmer Square Associates VII, LLC, the sole general partner of DP VII Associates, L.P., the Reporting Person may be deemed to indirectly beneficially own the securities of the Issuer held by DP VII Associates, L.P. Pursuant to Instruction

- (4) 4(b)(iv) of Form 4, the Reporting Person has elected to report as indirectly beneficially owned the entire number of securities owned by DP VII Associates, L.P., however she disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed her pecuniary interest therein and/or that are not actually distributed to her.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.29 to \$72.20. The Reporting Person 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 range set forth in this footnote.

- (5) Distribution of shares in kind by One Palmer Square Associates VII, LLC to its members.
- (6) Distribution of shares in kind by One Palmer Square Associates VII, LLC to its members.
- (7) As a managing member of Domain Associates, LLC, the Reporting Person may be deemed to indirectly beneficially own the shares of Common Stock held by Domain Associates, LLC. Pursuant to Instruction 4(b)(iv) of Form 4, the Reporting Person has elected to report as indirectly beneficially owned the entire number of securities owned by Domain Associates, LLC, however she disclaims beneficial

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ownership of any securities, and any proceeds thereof, that exceed her pecuniary interest therein and/or that are not actually distributed to her.

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.