

Esperion Therapeutics, Inc.
Form 4
July 01, 2013

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 *
Aisling Capital II LP

(Last) (First) (Middle)
888 7TH AVENUE, 30TH FLOOR

(Street)

NEW YORK, NY 10106

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2013

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 Ownership (Instr. 4)
Common Stock	07/01/2013		C	1,816,475	A <u>1</u> 1,816,475	I	By Aisling Capital II, L.P. <u>(2)</u>
Common Stock	07/01/2013		P	238,119	A \$ 14 2,054,594	I	By Aisling Capital II, L.P. <u>(2)</u>

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

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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 Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Series A Preferred Stock	<u>(1)</u>	07/01/2013		C		1,816,475		<u>(1)</u>	<u>(1)</u>	Common Stock
Warrant to Purchase Preferred Stock	\$ 1 <u>(4)</u>	07/01/2013		J		497,666 <u>(4)</u>		<u>(3)</u>	02/12/2018	Series A Preferred Stock
Warrant to Purchase Common Stock	\$ 6.99 <u>(4)</u>	07/01/2013		J		71,237 <u>(4)</u>		<u>(3)</u>	02/12/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Aisling Capital II LP 888 7TH AVENUE 30TH FLOOR NEW YORK, NY 10106		X		
AISLING CAPITAL PARTNERS, LP 888 7TH AVENUE, 30TH FLOOR NEW YORK, NY 10106		X		
AISLING CAPITAL PARTNERS LLC 888 7TH AVENUE, 30TH FLOOR NEW YORK, NY 10106		X		
		X		

SCHIFF ANDREW N
888 7TH AVENUE
30TH FLOOR
NEW YORK, NY 10106

Purcell Dennis J
888 7TH AVENUE,
30TH FLOOR
NEW YORK, NY 10106

X

ELMS STEVE
888 7TH AVENUE,
30TH FLOOR
NEW YORK, NY 10106

X

Signatures

/s/ Aisling Capital II, LP, by /s/ Lloyd Appel 07/01/2013
 __Signature of Reporting Person Date

/s/ Aisling Capital Partners, LLC, by /s/ Lloyd Appel 07/01/2013
 __Signature of Reporting Person Date

/s/ Aisling Capital Partners, LP, by /s/ Lloyd Appel 07/01/2013
 __Signature of Reporting Person Date

/s/ Andrew N. Schiff 07/01/2013
 __Signature of Reporting Person Date

/s/ Dennis J. Purcell 07/01/2013
 __Signature of Reporting Person Date

/s/ Steve Elms 07/01/2013
 __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) The Series A Preferred Stock was automatically converted into Common Stock on a 6.986-for-1 basis upon the closing of the Issuer's initial public offering without payment of further consideration and had no expiration date.
 The reportable securities are owned directly by Aisling Capital II, LP ("Aisling"), and held indirectly by Aisling Capital Partners, LP ("Aisling GP"), as general partner of Aisling, Aisling Capital Partners LLC ("Aisling Partners"), as general partner of Aisling GP, and
- (2) each of the individual managing members of Aisling Partners. The individual managing members (collectively, the "Managers") of Aisling Partners are Dennis Purcell, Dr. Andrew Schiff and Steve Elms. Aisling GP, Aisling Partners, and the Managers share voting and dispositive power over the shares directly held by Aisling.
- (3) The warrant is immediately exercisable.
 Upon the closing of the Issuer's initial public offering, this warrant to purchase shares of Series A Preferred Stock automatically converted on a 6.986-for-1 basis into a warrant to purchase shares of Common Stock, and the exercise price automatically adjusted
- (4) accordingly. The transaction is listed solely for the purpose of reporting the change in the shares underlying the warrant and the change in exercise price.

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.