MARINUS PHARMACEUTICALS INC
Form SC 13G
September 28, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2

Under the Securities Exchange Act of 1934

(Amendment No.)*

Marinus Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, par value $0.001 per share

(Title of Class of Securities)

56854Q101

(CUSIP Number)

September 19, 2017

(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 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).

1. NAME OF REPORTING PERSON

Bain Capital Life Sciences Fund, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	4,762,511 Shares
	6. SHARED VOTING POWER	0
	7. SOLE DISPOSITIVE POWER	4,762,511 Shares
	8. SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,762,511 Shares

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.4%

12. TYPE OF REPORTING PERSON

PN

1. NAME OF REPORTING PERSON

BCIP Life Sciences Associates, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	487,489 Shares
	6. SHARED VOTING POWER	0
	7. SOLE DISPOSITIVE POWER	487,489 Shares
	8. SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

487,489 Shares

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.5%

12. TYPE OF REPORTING PERSON

PN

Item 1(a). **Name of Issuer**

The name of the issuer to which this filing on Schedule 13G relates is Marinus Pharmaceuticals, Inc. (the Company).

Item 1(b). **Address of Issuer s Principal Executive Offices**

The principal executive offices of the Company are located at 170 N. Radnor Chester Rd, Suite 250, Radnor, PA 19087.

Item 2(a). **Name of Person Filing**

This statement is being filed on behalf of the following: (1) Bain Capital Life Sciences Fund, L.P., a Delaware limited partnership (BC LS); and (2) BCIP Life Sciences Associates, LP, a Delaware limited partnership (BCIP LS and, together with BC LS, the Reporting Persons).

Bain Capital Life Sciences Investors, LLC, a Delaware limited liability company (BCI LS), is the general partner of Bain Capital Life Sciences Partners, LP, a Delaware limited partnership (BC LS P), which is the general partner of BC LS.

Boylston Coinvestors, LLC, a Delaware limited liability company (Boylston), is the general partner of BCIP LS.

The governance, investment strategy and decision-making process with respect to the investments held by each of the Reporting Persons is directed by BCI LS, whose managers are Jeffrey Schwartz and Adam Koppel. As a result, each of BCI LS, Mr. Schwartz and Dr. Koppel may be deemed to share voting and dispositive power with respect to the securities held by each of the Reporting Persons.

The Reporting Persons have entered into a Joint Filing Agreement, dated September 28, 2017, pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) promulgated under the Act.

Item 2(b). **Address of Principal Business Office or, if none, Residence**

The principal business address of each of the Reporting Persons, BCI LS, BC LS P, Boylston, Mr. Schwartz and Dr. Koppel is 200 Clarendon Street, Boston, MA 02116.

Item 2(c). **Citizenship**

Each of the Reporting Persons, BCI LS, BC LS P and Boylston is organized under the laws of the State of Delaware. Mr. Schwartz and Dr. Koppel are citizens of the United States.

Item 2(d). **Title of Class of Securities**

The class of equity securities of the Company to which this filing on Schedule 13G relates is Common Stock, par value $0.001 per share (Common Stock).

Item 2(e). **CUSIP Number**

The CUSIP number of the Company s Common Stock is 56854Q101.

Item 3. **If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:** Not applicable.

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

(f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).

(g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).

(h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

(i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).

(j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J).

(k) Group, in accordance with §240.13d-1(b)(1)(ii)(K).

Item 4. **Ownership**

Item 4(a). **Amount beneficially owned**
This Schedule 13G is being filed on behalf of the Reporting Persons. As of the close of business on September 19, 2017, the following shares were held by the Reporting Persons:

BC LS held 4,762,511 shares of Common Stock, representing 14.4% of the Company s outstanding shares of Common Stock.

BCIP LS held 487,489 shares of Common Stock, representing approximately 1.5% of the Company s outstanding shares of Common Stock.

As a result of the foregoing and the relationships described in Item 2(a), the Reporting Persons may be deemed to beneficially own in the aggregate 5,250,000 shares of Common Stock, representing approximately 15.8% of the Company s outstanding shares of Common Stock. The percentage of the Company s outstanding shares of Common Stock held by the Reporting Persons is based on 33,152,838 shares of Common Stock outstanding as of September 19, 2017, as reported in the Company s prospectus supplement filed with the Securities and Exchange Commission on September 15, 2017, after giving effect to the offering described therein and the full exercise of the underwriters option to purchase additional shares.

Item 4(b). **Percent of Class**
See Item 4(a) hereof.

Item 4(c). **Number of shares as to which such person has:**

(i) sole power to vote or to direct the vote:

BC LS	4,762,511
BCIP LS	487,489

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of:

BC LS	4,762,511
BCIP LS	487,489

(iv) shared power to dispose or to direct the disposition of: 0

Item 5. **Ownership of Five Percent or Less of a Class**
Not applicable.

Item 6. **Ownership of More than Five Percent on Behalf of Another Person**
Not applicable.

Item 7. **Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:**
Not applicable.

Item 8. **Identification and Classification of Members of the Group**
Not applicable.

Item 9. **Notice of Dissolution of Group**
Not applicable.

Item 10. **Certification**
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 transactions having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: September 28, 2017

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

BCIP Life Sciences Associates, LP

By: Boylston Coinvestors, LLC, its general partner

By: /s/ Adam Koppel
Name: Adam Koppel
Title: Authorized Signatory

Exhibit A

Agreement Regarding the Joint Filing of Schedule 13G

The undersigned hereby agree as follows:

(i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and

(ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated: September 28, 2017

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

BCIP Life Sciences Associates, LP

By: Boylston Coinvestors, LLC, its general partner

By: /s/ Adam Koppel
Name: Adam Koppel
Title: Authorized Signatory