

Esperion Therapeutics, Inc.
Form 4
November 19, 2014

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 *
Longitude Capital Partners, LLC

(Last) (First) (Middle)

800 EL CAMINO REAL, SUITE 220,

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/17/2014

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 11/17/2014 | | S | 200,591 D | \$ 32.0115 1,683,178 | I | By LVP (11) |
| Common Stock | 11/17/2014 | | S | 136,148 D | \$ 32.9339 1,547,030 | I | By LVP (11) |
| Common Stock | 11/17/2014 | | S | 135,816 D | \$ 33.7897 1,411,214 | I | By LVP (11) |
| Common Stock | 11/17/2014 | | S | 4,021 D | \$ 32.0115 33,736 | I | By LCA (11) |

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| | | | | | (4) | | | |
|--------------|------------|---|-------|---|-----------------------|-----------|---|----------------|
| Common Stock | 11/17/2014 | S | 2,728 | D | \$ 32.9339 (5) | 31,008 | I | By LCA (11) |
| Common Stock | 11/17/2014 | S | 2,722 | D | \$ 33.7896 (6) | 28,286 | I | By LCA (1) |
| Common Stock | 11/18/2014 | S | 4,592 | D | \$ 31.5644 (7) | 1,406,622 | I | By LVP (11) |
| Common Stock | 11/18/2014 | S | 412 | D | \$ 32.1377 (8) | 1,406,210 | I | By LVP (11) |
| Common Stock | 11/18/2014 | S | 92 | D | \$ 31.5666 (9) | 28,194 | I | By LCA (11) |
| Common Stock | 11/18/2014 | S | 8 | D | \$ 32.1313 (10) | 28,186 | I | By LCA (11) |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Longitude Capital Partners, LLC 800 EL CAMINO REAL, SUITE 220 MENLO PARK, CA 94025 | | X | | |
| Longitude Capital Associates, L.P. C/O LONGITUDE CAPITAL PARTNERS, LLC 800 EL CAMINO REAL, SUITE 220 MENLO PARK, CA 94025 | | X | | |
| Longitude Venture Partners L.P. C/O LONGITUDE CAPITAL PARTNERS, LLC 800 EL CAMINO REAL, SUITE 220 MENLO PARK, CA 94025 | | X | | |
| Tammenoms Bakker Juliet C/O LONGITUDE CAPITAL PARTNERS, LLC 800 EL CAMINO REAL, SUITE 220 MENLO PARK, CA 94025 | | X | | |

Signatures

| | |
|-----------------------------------------------------------------------------------------------------------------------------------------|------------|
| /s/ Juliet Tammenoms Bakker | 11/19/2014 |
| __Signature of Reporting Person | Date |
| /s/ Patrick G. Enright, as managing member of Longitude Capital Partners, LLC | 11/19/2014 |
| __Signature of Reporting Person | Date |
| /s/ Patrick G. Enright, as managing member of Longitude Capital Partners, LLC, as general partner of Longitude Venture Partners, L.P. | 11/19/2014 |
| __Signature of Reporting Person | Date |
| /s/ Patrick G. Enright, as managing member of Longitude Capital Partners, LLC, as general partner of Longitude Capital Associates, L.P. | 11/19/2014 |
| __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) Reflects sales of Common Stock of the Issuer executed in multiple transactions at prices ranging from \$31.52 to \$32.51. The price reported reflects the weighted average sale price. Each Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.
 - (2) Reflects sales of Common Stock of the Issuer executed in multiple transactions at prices ranging from \$32.52 to \$33.5150. The price reported reflects the weighted average sale price. Each Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.
 - (3) Reflects sales of Common Stock of the Issuer executed in multiple transactions at prices ranging from \$33.52 to \$34.42. The price reported reflects the weighted average sale price. Each Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at

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which the sales were effected.

- (4) Reflects sales of Common Stock of the Issuer executed in multiple transactions at prices ranging from \$31.52 to \$32.51. The price reported reflects the weighted average sale price. Each Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.

- (5) Reflects sales of Common Stock of the Issuer executed in multiple transactions at prices ranging from \$32.52 to \$33.5150. The price reported reflects the weighted average sale price. Each Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.

- (6) Reflects sales of Common Stock of the Issuer executed in multiple transactions at prices ranging from \$33.52 to \$34.42. The price reported reflects the weighted average sale price. Each Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.

- (7) Reflects sales of Common Stock of the Issuer executed in multiple transactions at prices ranging from \$31.08 to \$32.01. The price reported reflects the weighted average sale price. Each Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.

- (8) Reflects sales of Common Stock of the Issuer executed in multiple transactions at prices ranging from \$32.09 to \$32.26. The price reported reflects the weighted average sale price. Each Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.

- (9) Reflects sales of Common Stock of the Issuer executed in multiple transactions at prices ranging from \$31.08 to \$32.01. The price reported reflects the weighted average sale price. Each Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.

- (10) Reflects sales of Common Stock of the Issuer executed in multiple transactions at prices ranging from \$32.09 to \$32.26. The price reported reflects the weighted average sale price. Each Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.

- (11) This report is filed jointly by Longitude Capital Partners, LLC ("LCP"), Longitude Venture Partners, L.P. ("LVP"), Longitude Capital Associates, L.P. ("LCA") and Juliet Tammenoms Bakker ("Bakker"), all of whom share beneficial ownership of more than 10% of the capital stock of the Issuer. LCP, as the general partner of each of LVP and LCA, has the power to vote and dispose of securities held by each of them. Patrick G. Enright, who serves on the Board of Directors of the Issuer and files separate Section 16 reports relating to the Issuer, and Bakker are each managing members of LCP and, as such, may be deemed to beneficially own the shares held by LVP and LCA. Each of LCP and Bakker disclaims beneficial ownership of the securities of the Issuer held by LVP and LCA except to the extent of their respective pecuniary interest therein.

Remarks:

All of the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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