

MARINUS PHARMACEUTICALS INC
Form 4
October 02, 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 *
Bloch Stephen M

2. Issuer Name and Ticker or Trading Symbol
MARINUS PHARMACEUTICALS INC [MRNS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2014

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

C/O CANAAN VII L.P., 285 RIVERSIDE AVENUE SUITE 250

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WESTPORT, CT 06880

(City) (State) (Zip)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					1,836,398	I	See Footnote (1) (2)
Common Stock					2,461,398	I	See Footnote (1) (2)

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

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number.

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 (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. Amount or Number of Shares
Stock option (right to buy)	\$ 6.47	09/30/2014		A	6,000	(3) 09/30/2024	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bloch Stephen M C/O CANAAN VII L.P. 285 RIVERSIDE AVENUE SUITE 250 WESTPORT, CT 06880		X		

Signatures

/s/ Jaime Slocum
Attorney-in-Fact
10/02/2014

**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) Shares held directly by Canaan VII L.P. (the "Canaan Fund"). Canaan Partners VII LLC ("Canaan VII") is the sole general partner of the Canaan Fund and each may be deemed to have sole voting, investment and dispositive power with respect to the shares held by the Canaan Fund. Canaan VII disclaims Section 16 beneficial ownership of the securities held by the Canaan Fund, except to the extent of any pecuniary interest therein. Stephen Bloch, a manager and member of Canaan VII and a vice president of Canaan Management, Inc. ("Canaan Management," and together with Canaan VII and the Canaan Fund, the "Canaan Entities"), serves as the representative of the Canaan Entities on the Issuer's board of directors.
- (2) Dr. Bloch disclaims beneficial ownership over the securities owned by the Canaan Fund, and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares, except to the extent of his pecuniary interest, if any, in the securities by virtue of the limited liability company interests he owns in Canaan VII.

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- (3) These options were granted to Stephen Bloch. Dr. Bloch, pursuant to arrangements with Canaan VII and Canaan Management, is contractually obligated to assign the value of any remuneration received for service as a director. Dr. Bloch disclaims beneficial ownership in the stock options and shares exercisable therefrom, except to the extent of his pecuniary interest, if any, in such stock options and shares exercisable therefrom by virtue of the limited liability company interests he owns in Canaan VII. Options to purchase 1,000 shares became exercisable on the date of grant and the remaining 5,000 shares become exercisable in ten installments of 500 shares each on the last day of each of the ten months succeeding the grant date.

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.