

NUPATHE INC.
Form 4
February 24, 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 *
GLAXOSMITHKLINE PLC

(Last) (First) (Middle)
980 GREAT WEST ROAD
(Street)

BRENTFORD
MIDDLESEX, X0 TW8 9GS

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NUPATHE INC. [PATH]

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|-------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 02/06/2014 | | C | | 1,500,000 | A | \$ 2 4,168,017 | I | By S.R. One Limited (3) |
| Common Stock | 02/21/2014 | | U(1) | | 4,168,017 | D | (1) 0 | I | By S.R. One Limited (3) |

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 Number of Shares |
| Warrant (right to buy) | \$ 2 | 02/06/2014 | | C | 1,500,000 | 04/23/2013 10/23/2017 | Common Stock | 1,500,000 | |
| Warrant (right to buy) | \$ 7.45 | 02/21/2014 | | J ⁽²⁾ | 15,635 | ⁽²⁾ ⁽²⁾ | Common Stock | 15,635 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GLAXOSMITHKLINE PLC
980 GREAT WEST ROAD
BRENTFORD MIDDLESEX, X0 TW8 9GS

Former 10% Shareholder

Signatures

/s/ Simon Dingemans, Chief Financial Officer

02/24/2014

**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) On February 21, 2014, Train Merger Sub, Inc. ("Purchaser"), an indirect, wholly-owned subsidiary of Teva Pharmaceutical Industries Ltd. ("Teva"), accepted for payment the shares of Common Stock of NuPathe, Inc. (the "Issuer") tendered by S.R. One, Limited in accordance with the terms of the Tender Offer Statement filed by Purchaser and Teva to purchase all outstanding shares of Common Stock of the Issuer for \$3.65 net per share and up to \$3.15 per share in contingent cash consideration (collectively, the "Offer Price").

(2) Each outstanding unexercised warrant to purchase or otherwise acquire Common Stock of the Issuer immediately prior to the closing of the offer pursuant to the Tender Offer Statement, as a consequence of the offer closing, only entitle the holder thereof to receive, upon exercise of such warrant, the amount by which the Offer Price exceeds the exercise price of such warrant.

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(3) Shares are held by S.R. One, Limited, an indirect, wholly-owned subsidiary of GlaxoSmithKline plc.

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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