

Adamas Pharmaceuticals Inc
 Form 4
 September 09, 2016

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 *
 MDV IX LP

2. Issuer Name and Ticker or Trading Symbol
 Adamas Pharmaceuticals Inc
 [ADMS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 09/07/2016

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

C/O MOHR DAVIDOW VENTURES, 3000 SAND HILL ROAD, SUITE 3-290

(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
 X Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 09/07/2016 | | P | V 60,846 A \$ 15.68 <u>(1)</u> | 3,884,451 | I | MDV VII LP, nom for MDV VII LP, MDV VII Leaders' Fund LP, MDV ENF VII (A) LP, and MDV |

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| | | | |
|--------------|---------|---|--|
| Common Stock | 265,150 | I | ENF VII (B) LP ⁽²⁾ MDV VII, L.P. ⁽²⁾ |
| Common Stock | 6,043 | I | MDV ENF VII (A), L.P. ⁽²⁾ |
| Common Stock | 3,146 | I | MDV ENF VII (B), L.P. ⁽²⁾ |
| Common Stock | 25,661 | I | MDV VII Leaders' Fund, L.P. ⁽²⁾ |
| Common Stock | 287,992 | I | MDV IX, L.P., as nominee for MDV IX, L.P., and MDV ENF IX, L.P. ⁽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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MDV IX LP C/O MOHR DAVIDOW VENTURES 3000 SAND HILL ROAD, SUITE 3-290 MENLO PARK, CA 94025 | | X | | |
| Seventh MDV Partners, L.L.C. 3000 SAND HILL ROAD SUITE 3-290 MENLO PARK, CA 94025 | | X | | |
| Ninth MDV Partners, L.L.C. 3000 SAND HILL ROAD SUITE 3-290 MENLO PARK, CA 94025 | | X | | |
| FEIBER JONATHAN D 3000 SAND HILL ROAD SUITE 3-290 MENLO PARK, CA 94025 | | X | | |
| SCHOENDORF NANCY J 3000 SAND HILL ROAD SUITE 3-290 MENLO PARK, CA 94025 | | X | | |
| MDV ENF VII (A), L.P. 3000 SAND HILL ROAD SUITE 3-290 MENLO PARK, CA 94025 | | X | | |
| MDV ENF VII (B), L.P. 3000 SAND HILL ROAD SUITE 3-290 MENLO PARK, CA 94025 | | X | | |
| MDV VII Leaders' Fund, L.P. 3000 SAND HILL ROAD SUITE 3-290 MENLO PARK, CA 94025 | | X | | |
| MDV VII LP C/O MOHR DAVIDOW VENTURES 3000 SAND HILL ROAD, SUITE 3-290 MENLO PARK, CA 94025 | | X | | |

Signatures

Brett A. Teele

09/09/2016

**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) Price reflected is the weighted-average sale price for shares sold. The range of the sale prices for the transaction was \$15.25 and \$15.81 per share. The Reporting Persons undertake to provide, upon request by the SEC staff, the Issuer, or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(2) Seventh MDV Partners, L.L.C. is the general partner of (i) MDV VII, L.P., as nominee for MDV VII, L.P., MDV ENF VII(A), L.P., MDV ENF VII(B), L.P., and MDV VII Leaders' Fund, L.P., (ii) MDV VII, L.P., (iii) MDV ENF VII(A), L.P., (iv) MDV ENF VII(B), L.P., and (v) MDV VII Leaders' Fund, L.P. (collectively, "MDV VII"). Feiber and Nancy Schoendorf ("Schoendorf") are Managing Members of Seventh MDV Partners, L.L.C. Feiber and Schoendorf may be deemed to share voting and dispositive power over the shares held by MDV VII. Each Reporting Person disclaims beneficial ownership of the shares held by MDV VII except to the extent of any pecuniary interest therein. Ericson, a general partner with Mohr Davidow Ventures, may be deemed to indirectly beneficially own the shares affiliated with MDV VII. Ericson is a director of the Issuer and, accordingly, files separate Section 16 reports.

(3) Ninth MDV Partners, L.L.C. is the general partner of MDV IX, L.P., as nominee for MDV IX, L.P. and MDV ENF IX, L.P. (collectively, "MDV IX"). William Ericson ("Ericson") and Jonathan Feiber ("Feiber") are Managing Members of Ninth MDV Partners, L.L.C. Ericson and Feiber may be deemed to share voting and dispositive power over the shares held by MDV IX. Each Reporting Person disclaims beneficial ownership of the shares held by MDV IX except to the extent of any pecuniary interest therein. Ericson is a director of the Issuer and, accordingly, files separate Section 16 reports.

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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