

Adamas Pharmaceuticals Inc
 Form 4
 September 16, 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 *
 Ericson William W.

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)
 09/14/2016

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

C/O MOHR DAVIDOW
 VENTURES, 3000 SAND HILL
 ROAD, #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
 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 | 09/14/2016 | | P | V 54,537 A | \$ 16.4253 (1) | 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 | 09/15/2016 | P | 200 | A | \$ 16.5 | 4,023,564 | I | ENF VII (B) LP ⁽²⁾ |
| | | | | | | | | MDV VII LP, nom for MDV VII LP, MDV VII Leaders' Fund LP, MDV ENF VII (A) LP, and MDV ENF VII (B) LP ⁽²⁾ |
| Common Stock | 09/16/2016 | P | 8,240 | A | \$ 16.8079 ⁽³⁾ | 4,031,804 | I | MDV VII LP, nom for MDV VII LP, MDV VII Leaders' Fund LP, MDV ENF VII (A) LP, and MDV ENF VII (B) LP ⁽²⁾ |
| Common Stock | | | | | | 287,992 | I | MDV IX, L.P., as nominee for MDV IX, L.P., and MDV ENF IX, L.P. ⁽⁴⁾ |
| Common Stock | | | | | | 265,150 | I | 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) |
|--------------|--------|---|---------------------------------|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Ericson William W. C/O MOHR DAVIDOW VENTURES 3000 SAND HILL ROAD, #3-290 MENLO PARK, CA 94025 | X | X | | |

Signatures

William W. Ericson 09/16/2016

**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)

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Price reflected is the weighted-average purchase price for shares purchased. The range of the purchase prices for the transaction was \$16.22 and \$16.50 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

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

- (2) 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.

Price reflected is the weighted-average purchase price for shares purchased. The range of the purchase prices for the transaction was

- (3) \$16.52 and \$17.00 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

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

- (4) 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.

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.