Adamas Pharmaceuticals Inc

Form 4 July 14, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(City)

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * Ericson William W.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Adamas Pharmaceuticals Inc

[ADMS]

(Check all applicable)

(First) (Middle)

(Zip)

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

07/10/2015

_X__ Director Officer (give title

X__ 10% Owner Other (specify

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

(Street)

(State)

07/10/2015

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

MENLO PARK, CA 94025

					-	•		<u> </u>
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities Acquiomr Disposed of (D)	` ′	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)		Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)			Owned	Direct (D)	Ownership
						Following	or Indirect	(Instr. 4)
				(A)		Reported	(I)	
				(A)		Transaction(s)	(Instr. 4)	
			Code V	Of Amount (D)	Price	(Instr. 3 and 4)		
			Code v	Amount (D)	Price			MONTH
								MDV IX,

L.P., as nominee \$ D 27.5278 287,992 I 8,657 (2)

for MDV IX. L.P.. and MDV ENF IX, L.P. (3)

Common 3,772,686 Ι MDV VII Stock LP, nom

 $S^{(1)}$

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			for MDV VII LP, MDV VII Leaders' Fund LP, MDV ENF VII (A) LP, and MDV ENF VII (B) LP (4)
Common Stock	265,150	I	MDV VII, L.P.
Common Stock	6,043	I	MDV ENF VII (A), L.P.
Common Stock	3,146	I	MDV ENF VII (B), L.P.
Common Stock	25,661	I	MDV VII Leaders' Fund, L.P. (4)

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. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title Amount or Number	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Ericson William W. C/O MOHR DAVIDOW VENTURES	X	X				
3000 SAND HILL ROAD, #3-290 MENLO PARK, CA 94025	71	71				

Signatures

William W.
Ericson

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by MDV IX on December 15, 2014.
- Price reflected is the weighted-average sale price for shares sold. The range of the sale prices for the transaction was \$27.50 and \$27.68 (2) 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 sold 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
- (3) 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.
 - 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
- (4) 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.

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.

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