

MARINUS PHARMACEUTICALS INC  
Form SC 13G/A  
February 13, 2018

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

SCHEDULE 13G

(Amendment No. 2)\*

MARINUS PHARMACEUTICALS, INC.  
(Name of Issuer)

Voting Common Stock, par value \$0.001 per share  
(Title of Class of Securities)

56854Q101  
(CUSIP Number)

December 31, 2017  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No.  
56854Q101

13G Page 2 of 9 Pages

1 NAME OF REPORTING  
PERSONS

Moshe Arkin

2 CHECK THE APPROPRIATE  
BOX IF A MEMBER OF A  
GROUP (See instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
ORGANIZATION

Israel

5 SOLE VOTING  
POWER

NUMBER  
OF  
SHARES  
BENEFICIAI~~L~~  
LY  
OWNED  
BY  
EACH  
REPORTING<sub>7</sub>  
PERSON  
WITH

---

SHARED VOTING  
POWER

0

SOLE DISPOSITIVE  
POWER

---

8 SHARED  
DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT  
BENEFICIAI~~L~~  
LY OWNED BY  
EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE  
AMOUNT IN ROW (9)  
EXCLUDES CERTAIN  
SHARES (See instructions)

11

PERCENT OF CLASS  
REPRESENTED BY AMOUNT  
IN ROW 9

0%

TYPE OF REPORTING  
PERSON (See instructions)

12

IN

2

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CUSIP No.  
56854Q101

13G Page 3 of 9 Pages

1	NAME OF REPORTING PERSONS  Sphera Funds Management Ltd.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions) (a) (b)  SEC USE ONLY
2	
3	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Israel
5	SOLE VOTING POWER
6	NUMBER OF SHARES BENEFICIAI <del>L</del> OWNED BY EACH REPORTING <sub>7</sub> PERSON WITH
7	---  SHARED VOTING POWER  0  SOLE DISPOSITIVE POWER  ---  SHARED DISPOSITIVE POWER
8	0
9	AGGREGATE AMOUNT BENEFICIAI <del>L</del> OWNED BY EACH REPORTING PERSON  0
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See instructions)

PERCENT OF CLASS  
REPRESENTED BY AMOUNT  
IN ROW 9

11

0%

TYPE OF REPORTING  
PERSON (See instructions)

12

CO

3

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CUSIP No.  
56854Q101

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1 NAME OF REPORTING PERSONS  
Sphera Global Healthcare GP Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)  
(a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Israel

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

---  
SHARED VOTING POWER  
0  
SOLE DISPOSITIVE POWER  
---  
SHARED DISPOSITIVE POWER  
8  
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See instructions)

PERCENT OF CLASS  
REPRESENTED BY AMOUNT  
IN ROW 9

11

0%

TYPE OF REPORTING  
PERSON (See instructions)

12

CO

4

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CUSIP No.  
56854Q101

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1 NAME OF REPORTING PERSONS  
Sphera Global Healthcare Management LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)  
(a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Israel

5 SOLE VOTING POWER  
---

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SHARED VOTING POWER  
0

8 SOLE DISPOSITIVE POWER  
---

SHARED DISPOSITIVE POWER  
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See instructions)



PERCENT OF CLASS  
REPRESENTED BY AMOUNT  
IN ROW 9

11

0%

TYPE OF REPORTING  
PERSON (See instructions)

12

CO

5

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Item 1. (a) Name of Issuer:

Marinus Pharmaceuticals, Inc.

(b) Address of Issuer's Principal Executive Offices:

170 N. Radnor Chester Rd, Suite 250  
Radnor, PA 19087

Item 2. (a) Name of Person Filing:

Moshe Arkin

Sphera Funds Management Ltd.

Sphera Global Healthcare GP Ltd.

Sphera Global Healthcare Management LP

(b) Address of Principal Business Office:

Moshe Arkin – 6 Hachoshlim St., Herzelia, Israel

Sphera Funds Management Ltd. – 21 Ha'arba'ah Street, Tel Aviv 64739, Israel

Sphera Global Healthcare GP Ltd. – 21 Ha'arba'ah Street, Tel Aviv 64739, Israel

Sphera Global Healthcare Management LP – 21 Ha'arba'ah Street, Tel Aviv 64739, Israel

(c) Citizenship:

Moshe Arkin – Israel

Sphera Funds Management Ltd. – Israel

Sphera Global Healthcare GP Ltd. – Israel

Sphera Global Healthcare Management LP – Israel

(d) Title of Class of Securities:

Voting Common Stock, par value \$0.001 per share

(e) CUSIP Number:

56854Q101

Item 3. Not applicable.

Item 4. Ownership:

None.

Item 5. Ownership of Five Percent or Less of a Class:

Moshe Arkin

Sphera Funds Management Ltd.

Sphera Global Healthcare GP Ltd.

Sphera Global Healthcare Management LP

Item 6. Ownership of More than Five Percent on Behalf of Another:

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not applicable.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certification:

Not applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2018

Moshe Arkin

/s/ Moshe Arkin

By: Moshe Arkin

Sphera Funds Management Ltd.

/s/ Ori Goldfarb

By: Ori Goldfarb

Title: Chief Executive Officer

**Sphera Global Healthcare GP Ltd.**

/s/ Ori Goldfarb

By: Ori Goldfarb

Title: Chief Executive Officer

**Sphera Global Healthcare Management LP**

/s/ Doron Breen

By: Doron Breen

Title: Managing Partner

EXHIBIT NO. DESCRIPTION

Exhibit 1 Joint Filing Agreement by and among the Reporting Persons, dated as of July 5, 2016 (incorporated herein by reference to Exhibit 1 to the Schedule 13G filed on July 6, 2016).

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