

NUPATHE INC.
Form 4
February 25, 2014

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sebree Terri B

(Last) (First) (Middle)

C/O NUPATHE INC., 7 GREAT
VALLEY PARKWAY, SUITE 300

(Street)

MALVERN, PA 19355

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Beneficial Ownership (Instr. 4)
Common Stock	02/21/2014		U	176,699	D	6.8 0	D
					(A) or (D)	Price \$	
					(1)		
Common Stock ⁽²⁾	02/21/2014		D	179,182	D	6.8 0	D
					(A) or (D)	Price \$	
					(1)		

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

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SEC 1474
(9-02)

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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 or Number of Shares
Stock option (right to buy)	\$ 0.8	02/21/2014		D	12,476	(3) 07/19/2015	Common Stock 12,476
Stock option (right to buy)	\$ 1.92	02/21/2014		D	131,515	(3) 09/11/2018	Common Stock 131,515
Stock option (right to buy)	\$ 1.92	02/21/2014		D	7,486	(3) 01/29/2019	Common Stock 7,486

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sebree Terri B C/O NUPATHE INC., 7 GREAT VALLEY PARKWAY, SUITE 300 MALVERN, PA 19355			President	

Signatures

/s/ Michael F. Marino,
attorney-in-fact
02/25/2014

**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).

- Disposed upon the consummation of the merger (the "Merger") contemplated by the Agreement and Plan of Merger, dated January 17, 2014, among the issuer, Teva Pharmaceutical Industries Ltd. and Train Merger Sub, Inc.(the "Merger Agreement"), in exchange for \$3.65 per share, plus contractual rights to receive up to an additional \$3.15 in contingent cash consideration payments per share.
- (2) Includes all restricted stock units and all restricted stock awards that became fully vested upon the consummation of the Merger.
- (3) Pursuant to the Merger Agreement, all options became fully vested upon the consummation of the Merger.

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- Pursuant to the Merger Agreement, the option was converted into the right to receive, at the earliest date at which the sum of (1) the \$3.65 per share cash portion of the merger consideration and (2) the amount per share in cash previously paid or to be paid at such date in connection with the Contingent Cash Consideration Agreement entered into in connection with the Merger Agreement (such sum, the
- (4) "Per Share Paid Value") exceeds the per-share exercise price under the option: (x) an amount in cash equal to the number of shares of common stock subject to the option multiplied by the excess of (i) the then applicable Per Share Paid Value over (ii) the per-share exercise price under the option; and (y) the right to receive, in respect of each share of common stock subject to the option, each contingent cash consideration payment that, as of such date, has not yet become payable.

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.