NUPATHE INC.
Form 4
February 25, 2014

FORM 4

OMB APPROVAL

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

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 *
ROCHE ROBERT P JR

(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)

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

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/21/2014		U		10,000	D	$ 6.8 (1)	0	D	
Common Stock (2)	02/21/2014		D		13,500	D	$ 6.8 (1)	0	D	

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

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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)		8. D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock option (right to buy)	$ 10	02/21/2014		D			7,486	(3)	08/05/2020	Common Stock	7,486	
Stock option (right to buy)	$ 7.75	02/21/2014		D			6,014	(3)	03/03/2021	Common Stock	6,014	
Stock option (right to buy)	$ 7.81	02/21/2014		D			2,024	(3)	03/31/2021	Common Stock	2,024	
Stock option (right to buy)	$ 7.66	02/21/2014		D			6,750	(3)	06/08/2021	Common Stock	6,750	
Stock option (right to buy)	$ 7.33	02/21/2014		D			2,169	(3)	06/30/2021	Common Stock	2,169	
Stock option (right to buy)	$ 2.02	02/21/2014		D			9,050	(3)	09/30/2021	Common Stock	9,050	$
Stock option (right to buy)	$ 1.84	02/21/2014		D			9,955	(3)	12/30/2021	Common Stock	9,955	$
Stock option (right to buy)	$ 3.7	02/21/2014		D			4,976	(3)	03/31/2022	Common Stock	4,976	$
	$ 3.37	02/21/2014		D			6,750	(3)	06/07/2022		6,750	$

Stock option (right to buy)							Common Stock		
Stock option (right to buy)	$ 4.03	02/21/2014	D	4,326	(3)	06/30/2022	Common Stock	4,326	$
Stock option (right to buy)	$ 3.56	02/21/2014	D	4,956	(3)	09/30/2022	Common Stock	4,956	$
Stock option (right to buy)	$ 3.38	02/21/2014	D	5,179	(3)	12/31/2022	Common Stock	5,179	$
Stock option (right to buy)	$ 3.45	02/21/2014	D	4,099	(3)	03/31/2023	Common Stock	4,099	$
Stock option (right to buy)	$ 2.99	02/21/2014	D	13,500	(3)	06/05/2023	Common Stock	13,500	$
Stock option (right to buy)	$ 3.06	02/21/2014	D	5,787	(3)	06/30/2023	Common Stock	5,787	$
Stock option (right to buy)	$ 2.41	02/21/2014	D	8,951	(3)	09/30/2023	Common Stock	8,951	$
Stock option (right to buy)	$ 3.27	02/21/2014	D	6,604	(3)	12/31/2023	Common Stock	6,604	$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROCHE ROBERT P JR C/O NUPATHE INC., 7 GREAT VALLEY PARKWAY, SUITE 300 MALVERN, PA 19355	X			

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).

(1) 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 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.

(4) Pursuant to the Merger Agremeent, 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 "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.
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