

UNITED THERAPEUTICS Corp
Form SC 13G/A
February 14, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

United Therapeutics Corporation
(Name of Issuer)

Common Stock, \$0.01 par value per share
(Title of Class of Securities)

91307C102
(CUSIP Number)

December 31, 2016
(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 (1) 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).

CUSIP No. 91307C102

1. NAME OF REPORTING PERSONS: Scopia Capital 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

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

3,248,869

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

3,248,869

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,248,869

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.7%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN, IA

CUSIP No. 91307C102

1. NAME OF REPORTING PERSONS: Scopia Management, Inc.

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

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

3,248,869

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

3,248,869

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,248,869

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.7%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO, HC

CUSIP No. 91307C102

1. NAME OF REPORTING PERSONS: Matthew Sirovich

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

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

3,248,869

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

3,248,869

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,248,869

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.7%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN, HC

CUSIP No. 91307C102

1. NAME OF REPORTING PERSONS: Jeremy Mindich

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

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

3,248,869

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

3,248,869

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,248,869

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.7%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN, HC

CUSIP No. 91307C102

Item 1. (a). Name of Issuer:

United Therapeutics Corporation

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

1040 Spring Street
Silver Spring, MD 20910

Item 2. (a). Name of Person Filing:

Scopia Capital Management LP
Scopia Management, Inc.
Matthew Sirovich
Jeremy Mindich

(b). Address or Principal Business Office or, if None, Residence:

Scopia Capital Management LP
152 West 57th Street, 33rd Floor
New York, NY 10019

Scopia Management, Inc.
Matthew Sirovich
Jeremy Mindich
c/o Scopia Capital Management LP
152 West 57th Street, 33rd Floor
New York, NY 10019

(c). Citizenship:

Scopia Capital Management LP is a Delaware limited partnership
Scopia Management, Inc. is a New York corporation
Matthew Sirovich is a United States citizen
Jeremy Mindich is a United States citizen

(d). Title of Class of Securities:

Common Stock, \$0.01 par value per share

(e). CUSIP Number:

91307C102

Item 3. If this statement is filed pursuant to §§.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is
a:

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- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
 - (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
 - (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:
-

CUSIP No. 91307C102

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Scopia Capital Management LP

(a) Amount beneficially owned:

3,248,869

(b) Percent of class:

7.7%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote 0,

(ii) Shared power to vote or to direct the vote 3,248,869,

(iii) Sole power to dispose or to direct the disposition of 0,

(iv) Shared power to dispose or to direct the disposition of 3,248,869.

Scopia Management, Inc.

(a) Amount beneficially owned:

3,248,869

(b) Percent of class:

7.7%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote 0,

(ii) Shared power to vote or to direct the vote 3,248,869,

(iii) Sole power to dispose or to direct the disposition of 0,

(iv) Shared power to dispose or to direct the disposition of 3,248,869.

Matthew Sirovich

(a) Amount beneficially owned:

3,248,869

(b) Percent of class:

7.7%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote 0,

(ii) Shared power to vote or to direct the vote 3,248,869,

(iii) Sole power to dispose or to direct the disposition of 0,

(iv) Shared power to dispose or to direct the disposition of 3,248,869.

Jeremy Mindich

(a) Amount beneficially owned:

3,248,869

(b) Percent of class:

7.7%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote 0,

(ii) Shared power to vote or to direct the vote 3,248,869,

(iii) Sole power to dispose or to direct the disposition of 0,

(iv) Shared power to dispose or to direct the disposition of 3,248,869.