

MARINUS PHARMACEUTICALS INC
 Form 4/A
 February 04, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Bloch Stephen M

2. Issuer Name and Ticker or Trading Symbol
 MARINUS PHARMACEUTICALS INC [MRNS]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O CANAAN VII L.P., 285 RIVERSIDE AVENUE SUITE 250
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/24/2015

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

WESTPORT, CT 06880

4. If Amendment, Date Original Filed(Month/Day/Year)
 09/28/2015

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 09/28/2015 | | M | 12,515 | A \$ 1.04 | 12,515 | D |
| Common Stock | 09/28/2015 | | M | 27,035 | A \$ 1.04 | 39,550 | D |
| Common Stock | | | | | | 2,461,398 | I See Footnote (1) (2) |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock option (right to buy) | \$ 12.98 | 09/24/2015 | | A | 6,300 | <u>(3)</u> | 09/24/2025 | Common Stock | 6,300 |
| Stock option (right to buy) | \$ 1.04 | 09/28/2015 | | M | 12,515 | <u>(4)</u> | 06/09/2019 | Common Stock | 12,515 |
| Stock option (right to buy) | \$ 1.04 | 09/28/2015 | | M | 27,035 | <u>(5)</u> | 03/20/2022 | Common Stock | 27,035 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Bloch Stephen M C/O CANAAN VII L.P. 285 RIVERSIDE AVENUE SUITE 250 WESTPORT, CT 06880 | | | X | |

Signatures

/s/ Jaime Slocum,
Attorney-in-Fact

02/04/2016

**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) Shares held directly by Canaan VII L.P. (the "Canaan Fund"). Canaan Partners VII LLC ("Canaan VII" and together with the Canaan Fund, the "Canaan Entities") is the sole general partner of the Canaan Fund and each may be deemed to have sole voting, investment

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and dispositive power with respect to the shares held by the Canaan Fund. Canaan VII disclaims Section 16 beneficial ownership of the securities held by the Canaan Fund, except to the extent of any pecuniary interest therein. Stephen Bloch, a manager of the Canaan Fund, serves as the representative of the Canaan Entities on the Issuer's board of directors.

- (2) Dr. Bloch disclaims beneficial ownership over the securities owned by the Canaan Fund, and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares, except to the extent of his pecuniary interest, if any, in the securities by virtue of the limited liability company interests he owns in Canaan VII, the general partner of the Canaan Fund.
- (3) 1,050 options vest on September 30, 2015 and the remaining options vest on the last day of the month in 10 equal monthly installments commencing 10/31/2015.
- (4) 25% vested on 6/9/09; remaining shares vested in equal installments at the end of each of the 36 months after 6/9/09. These options were granted by the Issuer prior to Dr. Bloch becoming a manager of the Canaan Fund.
- (5) 100% vested on 3/20/13. These options were granted by the Issuer prior to Dr. Bloch becoming a manager of the Canaan Fund.

Remarks:

This amendment is being filed to delete the row on Table I that previously disclosed 1,836,398 shares, as it inadvertently duplicated

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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