

NUPATHE INC.
Form 4
February 24, 2014

FORM 4

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

OMB APPROVAL

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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 *
Kollender Richard S

(Last) (First) (Middle)

C/O QUAKER BIOVENTURES II,
L.P., 2929 ARCH STREET

(Street)

PHILADELPHIA, PA 19104

(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
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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	5,321,193	D 3.65 0	I	By Quaker BioVentures II, L.P. (2)
Common Stock	02/21/2014		D	13,500	D 3.65 0	D	

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

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(9-02)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option (Right to Buy)	\$ 2.99	02/21/2014		D	13,500	02/21/2014	06/05/2023	Common Stock	13
Warrant (right to purchase)	\$ 2	02/21/2014		J	2,500,000	04/23/2013	10/23/2017	Common Stock	2,500,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kollender Richard S C/O QUAKER BIOVENTURES II, L.P. 2929 ARCH STREET PHILADELPHIA, PA 19104		X		

Signatures

/s/ Richard S. Kollender
Date: 02/24/2014

**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) In addition to the tender offer price of \$3.65 per share, the Reporting Person may be eligible to receive up to \$3.15 per share in contingent cash consideration payments upon the satisfaction of certain performance milestones.
- The Reporting Person is a partner in Quaker Partners Management, L.P., which manages the investments of Quaker BioVentures II, L.P.
- (2) Quaker Partners Management, L.P. has a pecuniary interest in securities of the Issuer owned by Quaker BioVentures II, L.P. The Reporting Person disclaims beneficial ownership of the securities held by Quaker BioVentures II, L.P., except to the extent of his pecuniary interest therein.
- In connection with the merger of the Issuer with a subsidiary of Teva Pharmaceutical Industries Ltd., which merger was consummated on February 21, 2014 (the "Merger"), the Reporting Person's restricted stock units were vested and cancelled in exchange for a cash payment equal to \$3.65 per share. In addition, the Reporting Person may be eligible to receive up to \$3.15 per vested share in contingent cash consideration payments upon the satisfaction of certain performance milestones.
- (3)
- (4)

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In connection with the Merger, the Reporting Person's stock options were vested and cancelled in exchange for a cash payment equal to the product of (i) the spread between the closing per share purchase price of \$3.65 and the exercise price of the stock options and (ii) the number of shares underlying the stock options. In addition, the Reporting Person may be eligible to receive up to \$3.15 per vested stock option in contingent cash consideration payments upon the satisfaction of certain performance milestones.

- (5) In connection with the Merger, and as approved by the Issuer's board of directors, each of the warrants was cancelled in exchange for cash equal to the spread between the \$3.65 tender offer price and the exercise price of the warrant. In addition, the Reporting Person may be eligible to receive up to \$3.15 per share underlying such warrants in contingent cash consideration payments upon the satisfaction of certain performance milestones.

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.