

MARINUS PHARMACEUTICALS INC  
 Form 4/A  
 February 04, 2016

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

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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)

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

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

C/O CANAAN VII L.P., 285 RIVERSIDE AVENUE SUITE 250

(Street)

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

WESTPORT, CT 06880

(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   |  |                                   |           |   |                      |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |           |   |                      |
| 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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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                   |           | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                                  |
|--|--|--------------------------------------|--|--------------------------------|--|-----------|--|-----------------|---|----------------------------------|
|  |  |                                      |  |                                | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |           | Date Exercisable   | Expiration Date |   |                                  |
| Stock option (right to buy)                | \$ 12.98   | 09/24/2015                           |  | A                              | V  | (A) 6,300 | (D)  | (3) 09/24/2025  | Common Stock  | Amount or Number of Shares 6,300 |
| Stock option (right to buy)                | \$ 1.04  | 09/28/2015                           |  | M                              |  |           |  | (4) 06/09/2019  | Common Stock  | 12,515                           |
| Stock option (right to buy)                | \$ 1.04  | 09/28/2015                           |  | M                              |  |           |  | (5) 03/20/2022  | Common Stock  | 27,035                           |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Bloch Stephen M<br>C/O CANAAN VII L.P.<br>285 RIVERSIDE AVENUE SUITE 250<br>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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