

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 *
 Canaan VII LP

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)
 285 RIVERSIDE AVENUE, SUITE 250
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/30/2014

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

WESTPORT, CT 06880

4. If Amendment, Date Original Filed(Month/Day/Year)
 10/02/2014

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) Code V Amount (D) Price			
Common Stock					2,461,398	I	See Footnote (1)

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. I
Stock option (right to buy)	\$ 6.47	09/30/2014		A	6,000	<u>(2)</u> 09/30/2024	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Canaan VII LP 285 RIVERSIDE AVENUE SUITE 250 WESTPORT, CT 06880	X	X		
Canaan Partners VII LLC 285 RIVERSIDE AVENUE SUITE 250 WESTPORT, CT 06880	X	X		

Signatures

Canaan VII L.P. By: Canaan Partners VII LLC its General Partner /s/ Jaime Slocum Attorney-in-Fact 02/04/2016

__Signature of Reporting Person Date

Canaan Partners VII LLC By: /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") is the sole general partner of the Canaan Fund and each may be deemed to have sole voting, investment 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.
- (2) These options were granted to Stephen Bloch, a manager of Canaan VII and a vice-president of Canaan Management, Inc. ("Canaan Management", and together with Canaan VII and the Canaan Fund, the "Canaan Entities"), who serves as the representative of the Canaan Entities on the Issuer's board of directors. Options to purchase 1,000 shares became exercisable on the date of grant and the

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remaining 5,000 shares become exercisable in ten installments of 500 shares each on the last day of each of the ten months succeeding the grant date. Dr. Bloch, pursuant to arrangements with Canaan VII and Canaan Management, is contractually obligated to assign the value of any remuneration received for service as a director. Each of the Canaan Entities disclaims beneficial ownership in the stock options held by Dr. Bloch and shares exercisable therefrom, except to the extent, if any, of its pecuniary interest therein.

Remarks:

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

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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