

Boxer Capital, LLC
 Form 4
 November 05, 2018

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 *
 Boxer Capital, LLC

(Last) (First) (Middle)

11682 EL CAMINO REAL, SUITE 320,

(Street)

SAN DIEGO, CA 92130

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Esperion Therapeutics, Inc. [ESPR]

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

___ Form filed by One Reporting Person
 ___X___ 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 11/02/2018 | | S | 2,500 | D | \$ 54.65 | 1,198,750 | D (1) (2) |
| | | | | | | (3) | | |
| Common Stock | 11/02/2018 | | S | 37,500 | D | \$ 55.25 | 1,161,250 | D (1) (2) |
| | | | | | | (4) | | |
| Common Stock | 11/05/2018 | | S | 26,500 | D | \$ 55.21 | 1,134,750 | D (1) (2) |
| | | | | | | (5) | | |
| Common Stock | 11/05/2018 | | S | 6,500 | D | \$ 56.19 | 1,128,250 | D (1) (2) |

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| | | | | | (6) | | |
|--------------|------------|---|--------|---|----------|-----------|-----------|
| Common Stock | 11/05/2018 | S | 2,000 | D | \$ 57.38 | 1,126,250 | D (1) (2) |
| Common Stock | 11/05/2018 | S | 6,390 | D | \$ 58.82 | 1,119,860 | D (1) (2) |
| Common Stock | 11/05/2018 | S | 13,610 | D | \$ 59.48 | 1,106,250 | D (1) (2) |
| Common Stock | 11/05/2018 | S | 5,000 | D | \$ 60.28 | 1,101,250 | D (1) (2) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Boxer Capital, LLC 11682 EL CAMINO REAL, SUITE 320 SAN DIEGO, CA 92130 | | X | | |
| Boxer Asset Management Inc. C/O CAY HOUSE EP TAYLOR DRIVE N7776, LYFORD CAY | | X | | |

NEW PROVIDENCE, C5

LEWIS JOSEPH
 C/O CAY HOUSE
 EP TAYLOR DRIVE N7776, LYFORD CAY
 NEW PROVIDENCE, C5

X

Signatures

Boxer Capital, LLC, By: /s/ Aaron Davis, Chief Executive Officer 11/05/2018

__Signature of Reporting Person Date

Boxer Asset Management Inc., By: /s/ Jason Callender, Director 11/05/2018

__Signature of Reporting Person Date

/s/ Joseph C. Lewis 11/05/2018

__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).

These securities are owned directly by Boxer Capital, LLC ("Boxer Capital"), which may be deemed to be a member of a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, consisting of (i) Boxer Capital, (ii) Boxer Asset

(1) Management Inc. ("Boxer Management"), (iii) Braslyn Ltd., (iv) Tuesday Thirteen Inc. and (v) Joseph C. Lewis (collectively, the "Boxer Group"). Each member of the Boxer Group other than Boxer Capital disclaims beneficial ownership of these securities to the extent it does not have a pecuniary interest therein.

(2) These securities are owned indirectly by Boxer Management and Joseph C. Lewis, by virtue of their ownership of Boxer Capital.

Reflects the weighted average sale price. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker dealer. The reporting person reported on a single line all such transactions

(3) that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price. The range of prices for such transaction is \$54.53 to \$54.68.

Reflects the weighted average sale price. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker dealer. The reporting person reported on a single line all such transactions

(4) that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price. The range of prices for such transaction is \$55.01 to \$55.90.

Reflects the weighted average sale price. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker dealer. The reporting person reported on a single line all such transactions

(5) that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price. The range of prices for such transaction is \$54.84 to \$55.83.

Reflects the weighted average sale price. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker dealer. The reporting person reported on a single line all such transactions

(6) that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price. The range of prices for such transaction is \$55.94 to \$56.60.

Reflects the weighted average sale price. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker dealer. The reporting person reported on a single line all such transactions

(7) that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price. The range of prices for such transaction is \$57.00 to \$57.78.

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- Reflects the weighted average sale price. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker dealer. The reporting person reported on a single line all such transactions
- (8) that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price. The range of prices for such transaction is \$59.37 to \$59.65.

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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