

NUPATHE INC.
Form 4
August 13, 2010

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 *
BioAdvance Ventures L P

(Last) (First) (Middle)

C/O QUAKER BIOVENTURES
CIRA CENTER, 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)
08/11/2010

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)
X 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)
				(A) or (D)	Price		
Common Stock	08/11/2010		C		286,116	A	① 286,116 D
Common Stock	08/11/2010		C		205,763	A	② 491,879 D
Common Stock	08/11/2010		J ⁽³⁾		529,849	A	\$ 10 ⁽³⁾ 529,849 I By Quaker BioVentures, II, L.P. ⁽⁴⁾
Common Stock	08/11/2010		C		1,827,208	A	② 2,357,057 I By Quaker BioVentures, II, L.P. ⁽⁴⁾

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Common Stock	08/11/2010	C	436,125	A	\$ 8 <u>(5)</u>	2,793,182	I	By Quaker BioVentures, II, L.P. <u>(4)</u>
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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 Underlying Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Series A Convertible Preferred Stock	\$ 0 <u>(1)</u>	08/11/2010		C	1,792,115	<u>(1)</u> <u>(1)</u>	Common Stock
Series B Convertible Preferred Stock	\$ 0 <u>(2)</u>	08/11/2010		C	1,433,692	<u>(2)</u> <u>(2)</u>	Common Stock
Warrant (Right to Buy)	\$ 7.45					08/20/2009 08/20/2016	Common Stock
Series B Convertible Preferred Stock	\$ 0 <u>(2)</u>	08/11/2010		C	12,903,226	<u>(2)</u> <u>(2)</u>	Common Stock
Warrant (Right to Buy)	\$ 7.45					08/20/2009 08/20/2016	Common Stock
Convertible Promissory Note	\$ 8	08/11/2010		C	\$ 3,489,007	<u>(5)</u> <u>(5)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

BioAdvance Ventures L P
C/O QUAKER BIOVENTURES CIRA CENTER
2929 ARCH STREET
PHILADELPHIA, PA 19104

X

Signatures

BioAdvance Ventures, L.P., By: BioAdvance GP I, L.P., its general partner, By: Quaker BioAdvance Management, L.P., its general partner, By: Quaker BioVentures Management, LLC, its general partner, By: /s/ Richard S. Kollender, Vice President

08/11/2010

__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) The shares of Series A Convertible Preferred Stock, including all accrued and unpaid dividends thereon, converted automatically into Common Stock, on a 1-for-8.0149 basis, upon the closing of the Issuer's initial public offering, and had no expiration date.
- (2) The shares of Series B Convertible Preferred Stock, including all accrued and unpaid dividends thereon, converted automatically into Common Stock, on a 1-for-8.0149 basis, upon the closing of the Issuer's initial public offering, and had no expiration date.
- (3) Shares issued upon the closing of the Issuer's initial public offering at the initial public offering price of \$10.00 per share.
These securities are owned by Quaker BioVentures II, L.P., which is under common control with BioAdvance Ventures, L.P.
- (4) BioAdvance Ventures, L.P. disclaims beneficial ownership of these securities except to the extent of its proportionate pecuniary interest therein.
- (5) The Convertible Promissory Note, including all accrued and unpaid interest thereon, converted automatically into Common Stock upon the closing of the Issuer's initial public offering.
The Series B Convertible Preferred Stock Warrants held by the reporting person and Quaker BioVentures II, L.P., each previously
- (6) reported on a Form 3, converted automatically into warrants to purchase shares of Common Stock upon the closing of the Issuer's initial public offering.

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.