

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>NEWTON ROGER S</u> (Last) (First) (Middle) <u>C/O ESPERION THERAPEUTICS, INC.</u> <u>46701 COMMERCE CENTER DRIVE</u> (Street) <u>PLYMOUTH MI 48170</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Esperion Therapeutics, Inc. [ESPR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Chairman, CSO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2013</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/01/2013		C		301,051	A	(1)	587,337	D	
Common Stock	07/01/2013		P		42,346	A	\$14	629,683	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Stock	(1)	07/01/2013		C			301,051	(1)	(1)	Common Stock	301,051	(1)	0	D	
Warrant to Purchase Preferred Stock	\$1 ⁽³⁾	07/01/2013		J			242,082 ⁽³⁾	(2)	02/12/2018	Series A Preferred Stock	242,082	\$0	0	D	
Warrant to Purchase Common Stock	\$6.99 ⁽³⁾	07/01/2013		J			34,651 ⁽³⁾	(2)	02/12/2018	Common Stock	34,651	\$0	34,651	D	

Explanation of Responses:

- The Series A Preferred Stock was automatically converted into Common Stock on a 6.986-for-1 basis upon the closing of the Issuer's initial public offering without payment of further consideration and had no expiration date.
- The warrant is immediately exercisable.
- Upon the closing of the Issuer's initial public offering, this warrant to purchase shares of Series A Preferred Stock automatically converted on a 6.986-for-1 basis into a warrant to purchase shares of Common Stock, and the exercise price automatically adjusted accordingly. The transaction is listed solely for the purpose of reporting the change in the shares underlying the warrant and the change in exercise price.

/s/ Richard B. Bartram, by power of attorney 07/01/2013

** Signature of Reporting Person Date

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

* 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).

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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