

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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).

1. Name and Address of Reporting Person* <u>Halak Brian K</u> (Last) (First) (Middle) <u>C/O DOMAIN ASSOCIATES, LLC</u> <u>ONE PALMER SQUARE</u> (Street) <u>PRINCETON NJ 08542</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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2013</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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		1,786,012	A	(1)	1,786,012	I	By Domain Partners VII, L.P. ⁽⁴⁾
Common Stock	07/01/2013		P		280,923	A	\$14	2,066,935	I	By Domain Partners VII, L.P. ⁽⁴⁾
Common Stock	07/01/2013		C		30,462	A	(1)	30,462	I	By DP VII Associates, L.P. ⁽⁴⁾
Common Stock	07/01/2013		P		4,791	A	\$14	35,253	I	By DP VII Associates, L.P. ⁽⁴⁾

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		1,786,012		(1)	(1)	Common Stock	1,786,012	\$0	0	I	By Domain Partners VII, L.P. ⁽⁴⁾
Warrant to Purchase Series A Preferred Stock	\$1	07/01/2013		J ⁽²⁾		489,320		(2)	(2)	Series A Preferred Stock	489,320	\$0	0	I	By Domain Partners VII, L.P. ⁽⁴⁾
Warrant to Purchase Common Stock	\$6.99	07/01/2013		J ⁽²⁾		70,042		(3)	02/12/2018	Common Stock	70,042	\$0	70,042	I	By Domain Partners VII, L.P. ⁽⁴⁾
Series A Preferred Stock	(1)	07/01/2013		C		30,462		(1)	(1)	Common Stock	30,462	\$0	0	I	By DP VII Associates, L.P. ⁽⁴⁾
Warrant to Purchase Series A Preferred Stock	\$1	07/01/2013		J ⁽²⁾		8,346		(2)	(2)	Series A Preferred Stock	8,346	\$0	0	I	By DP VII Associates, L.P. ⁽⁴⁾
Warrant to Purchase Common Stock	\$6.99	07/01/2013		J ⁽²⁾		1,193		(3)	02/12/2018	Common Stock	1,193	\$0	1,193	I	By DP VII Associates, L.P. ⁽⁴⁾

Explanation of Responses:

- All outstanding shares of Series A Preferred Stock were automatically converted into Common Stock upon the closing of the Issuer's initial public offering (the "IPO"), for no additional consideration.
- Upon the closing of the IPO the Warrants to purchase Series A Preferred Stock automatically converted on a 6.986-for-1 basis into Warrants to purchase Common Stock, and the exercise price automatically adjusted to \$6.99 per share, pursuant to the terms of such Warrants. This transaction is reported on Form 4 solely for the purpose of reflecting such changes.
- The Warrant is immediately exercisable.
- The Reporting Person also indirectly beneficially owns 21,471 shares of Common Stock held by Domain Associates, LLC. The Reporting Person is a Managing Member of (i) One Palmer Square Associates VII, LLC,

which is the sole general partner of Domain Partners VII, L.P. and DP VII Associates, L.P. and (ii) Domain Associates, LLC. Pursuant to Instruction (4)(b)(iv) of Form 4, the Reporting Person has elected to report as indirectly beneficially owned the entire number of securities beneficially owned by each such entity. The Reporting Person disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his or her pecuniary interest therein and/or that are not actually distributed to him or her.

Remarks:

/s/Kathleen K. Schoemaker,
Attorney-in-Fact

07/02/2013

** 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.

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 Number.