

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>SCHOEMAKER KATHLEEN K</u> (Last) (First) (Middle) <u>C/O DOMAIN ASSOCIATES, LLC</u> <u>ONE PALMER SQUARE</u> (Street) <u>PRINCETON NJ</u> <u>08542</u> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <u>06/25/2013</u> | 3. Issuer Name and Ticker or Trading Symbol <u>Esperion Therapeutics, Inc. [ESPR]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) | 5. 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 Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| <u>Common Stock</u> | <u>21,471</u> | <u>I</u> | <u>By Domain Associates, LLC⁽⁴⁾</u> |

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|-------------------|---|------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| <u>Series A Preferred Stock</u> | <u>(1)</u> | <u>(1)</u> | <u>Common Stock</u> | <u>1,786,012</u> | <u>(1)</u> | <u>I</u> | <u>By Domain Partners VII, L.P.⁽⁴⁾</u> |
| <u>Warrant to Purchase Series A Preferred Stock</u> | <u>(2)</u> | <u>02/12/2018</u> | <u>Series A Preferred Stock⁽³⁾</u> | <u>489,320⁽³⁾</u> | <u>1⁽³⁾</u> | <u>I</u> | <u>By Domain Partners VII, L.P.⁽⁴⁾</u> |
| <u>Series A Preferred Stock</u> | <u>(1)</u> | <u>(1)</u> | <u>Common Stock</u> | <u>30,462</u> | <u>(1)</u> | <u>I</u> | <u>By DP VII Associates, L.P.⁽⁴⁾</u> |
| <u>Warrant to Purchase Series A Preferred Stock</u> | <u>(2)</u> | <u>02/12/2018</u> | <u>Series A Preferred Stock⁽³⁾</u> | <u>8,346⁽³⁾</u> | <u>1⁽³⁾</u> | <u>I</u> | <u>By DP VII Associates, L.P.⁽⁴⁾</u> |

Explanation of Responses:

- All outstanding shares of the Issuer's preferred stock will automatically convert into Common Stock upon the closing of the Issuer's initial public offering (the "IPO"), for no additional consideration.
- The Warrant is immediately exercisable.
- Upon the closing of the IPO the Warrants to purchase Series A Preferred Stock will automatically convert on a 6.986-for-1 basis into Warrants to purchase Common Stock, and the exercise price will adjust to \$6.99 per share, pursuant to the terms of such Warrants.
- 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 (5)(b)(iv) of Form 3, 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 06/25/2013

** 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 5 (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.