UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS
THERETO FILED PURSUANT TO 13d-2 (b)

			(Amendment No. 1)*					
			Esperion Therapeutics, Inc.					
			(Name of Issuer)					
			Common Stock, par value \$0.001 per share					
			(Title of Class of Securities)					
			29664W-10-5					
			(CUSIP Number)					
			December 31, 2014					
			(Date of Event Which Requires Filing of this Statement)					
Check the app			designate the rule pursuant to which this Schedule is filed:					
0		13d-1(b						
X		13d-1(c						
0	Kule	13d-1(d						
			page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for ontaining information which would alter disclosures provided in a prior cover page.					
The informati	ion reau	ired on	the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act					
			subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).					
CUSIP No. 2	29664W	-10-5	13 G					
1	Names	of Rep	orting Persons.					
	Arbore	tum Ve	ntures II, L.P.					
2	Cl. I	.1 4						
2		Check the Appropriate Box if a Member of a Group*						
	(a) (b)	o x (1)						
	(0)	X (1)						
3	SEC U	se Only						
J		oc omy						
4	Citizer	Citizenship or Place of Organization						
			ted States of America					
		5	Sole Voting Power 0 shares					
			U Stidies					
Number of		6	Shared Voting Power					
Shares Beneficially		J	447,829 shares of Common Stock (2)					
Owned by								
Each Reporting		7	Sole Dispositive Power					
Person With			0 shares					

8

Shared Dispositive Power

447,829 shares of Common Stock (2)

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* o 11 Percent of Class Represented by Amount in Row 9 2.2% (5) 12 Type of Reporting Person* PN 13 Type of Reporting Person* (1) This Schedule 13G is filed by Arboreum Wentures II, L.P., a Delaware limited partnership ("II LP"), Arboreum Ventures II, L.P., a Delaware limited partnership ("II LP"), Arboreum Investment Manager II, L.C., a Delaware climited liability company ("II LLC"), Arboreum Investment Manager II, L.C., a Delaware climited liability company ("II LLC"), Arboreum Investment Manager II, L.C., a Delaware coloration ("INC"), and L. Carditale ("Cordinale") and The Delaware liability company ("II LC"), Arboreum Investment Manager II, L.C., a Delaware coloration ("INC"), and L. Carditale ("Arboreum Investment Manager III, L.C., a Delaware climited liability company ("II LLC"), Arboreum Investment Manager III, L.C., a Delaware coloration ("INC"), and L. Carditale ("Arboreum Investment Manager III, L.C., a Delaware climited liability company ("II LLC"), Arboreum Investment Manager III, L.C., a Delaware climited and the state of the "International Cordinale" of the "International Cordina	9	Aggregate Amount Beneficially Owned by Each Reporting Person 447,829 shares of Common Stock (2)								
12 Type of Reporting Person*	10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* o								
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	Each Reporting	7	•							
		8								

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	447,829 shares of Common Stock (2)						
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* o						
11	Percent of Class Represented by Amount in Row 9 2.2% (3)						
12	Type of Reporting Person* PN						
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			3				
CUSIP No. 2	.9664W	-10-5	13 G				
1	Names of Reporting Persons. Arboretum Investment Manager II, LLC						
2	Check (a)	the App	propriate Box if a Member of a Group*				
	(b)	x (1)					
3	SEC U	Jse Only					
4	Citizenship or Place of Organization Delaware, United States of America						
		5	Sole Voting Power 0 Shares				
Number of Shares Beneficially		6	Shared Voting Power 447,829 shares of Common Stock (2)				
Owned by Each Reporting Person With		7	Sole Dispositive Power 0 Shares				
		8	Shared Dispositive Power 447,829 shares of Common Stock (2)				
9	Aggregate Amount Beneficially Owned by Each Reporting Person 447,829 shares of Common Stock (2)						
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* o						

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2.2% (3)

2.2% (3)

CO

Type of Reporting Person*

12

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CUSIP No. 29664W-10-5 13 G 1 Names of Reporting Persons. Arboretum Ventures, Inc. 2 Check the Appropriate Box if a Member of a Group* (a) (b) x(1)3 SEC Use Only 4 Citizenship or Place of Organization Michigan, United States of America 5 Sole Voting Power 0 shares of Common Stock Number of 6 Shared Voting Power Shares 447,829 shares of Common Stock (2) Beneficially Owned by Each 7 Sole Dispositive Power Reporting 0 shares of Common Stock Person With 8 Shared Dispositive Power 447,829 shares of Common Stock (2) 9 Aggregate Amount Beneficially Owned by Each Reporting Person 447,829 shares of Common Stock (2) 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* o 11 Percent of Class Represented by Amount in Row 9

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1			orting Persons			
	Jan L.	Garfink	le			
2	Check	the Apr	propriate Box if a Member of a Group*			
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	(b)	x (1)				
3	SEC Use Only					
4	Citizenship or Place of Organization United States of America					
		5	Sole Voting Power 0 Shares			
Number of Shares Beneficially		6	Shared Voting Power 447,829 shares of Common Stock (2)			
Owned by Each Reporting Person With		7	Sole Dispositive Power 0 Shares			
		8	Shared Dispositive Power 447.829 shares of Common Stock (2)			

	447,829 shares of Common Stock (2)
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	4.45.000 1 (6.6.1.6)

- 447,829 shares of Common Stock (2)
- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* o
- Percent of Class Represented by Amount in Row 9 2.2% (3)
- 12 Type of Reporting Person*

⁽¹⁾ This Schedule 13G is filed by Arboretum Ventures II, L.P., a Delaware limited partnership ("II LP"), Arboretum Ventures IIa, L.P., a Delaware limited partnership ("IIA LP"), Arboretum Investment Manager IIa, LLC, a Delaware limited liability company ("II LLC"), Arboretum Investment Manager IIa, LLC, a Delaware limited liability company ("II LLC"), Arboretum Investment Manager IIa, LLC, a Delaware limited liability company ("II LLC"), Arboretum Investment Manager IIa, LLC, a Delaware limited liability company ("II LLC"), Arboretum Investment Manager IIa, LLC, a Delaware limited liability company ("II LLC"), Arboretum Investment Manager IIa, LLC, a Delaware limited liability company ("II LLC"), Arboretum Investment Manager IIa, LLC, a Delaware limited liability company ("II LLC"), Arboretum Investment Manager IIa, LLC, a Delaware limited liability company ("II LLC"), Arboretum Investment Manager IIa, LLC, a Delaware limited liability company ("II LLC"), Arboretum Investment Manager IIa, LLC, a Delaware limited liability company ("II LLC"), Arboretum Investment Manager IIa, LLC, a Delaware limited liability company ("II LLC"), Arboretum Investment Manager IIa, LLC, a Delaware limited liability company ("II LLC"), Arboretum Investment Manager IIa, LLC, a Delaware limited liability company ("II LLC"), Arboretum Investment Manager IIa, LLC, a Delaware limited liability company ("II LLC"), Arboretum Investment Manager IIa, LLC, a Delaware limited liability company ("II LLC"), Arboretum Investment Manager IIa, LLC, a Delaware limited liability company ("II LLC"), Arboretum Investment Manager IIa, LLC, a Delaware limited liability company ("II LLC"), a Delaware limited liability company ("II LLC"), a Delaware limited liability ("II LL

a Delaware limited liability company ("IIA LLC"), Arboretum Ventures, Inc., a Delaware corporation ("INC"), Jan L. Garfinkle ("Garfinkle") and Timothy B. Petersen ("Petersen" and together with II LP, IIA LP, II LLC, IIA LLC, INC and Garfinkle, collectively, the "Reporting Persons"). The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G.

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(3) This percentage is calculated based upon 20,349,753 shares of Common Stock outstanding as of December 31, 2014 as set forth in the Issuer's most recent 10-Q filed with the Securities and Exchange Commission on November 10, 2014.

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CUSIP No. 29664W-10-5 13 G 1 Names of Reporting Persons Timothy B. Petersen 2 Check the Appropriate Box if a Member of a Group* (a) (b) x(1)3 SEC Use Only 4 Citizenship or Place of Organization United States of America 5 Sole Voting Power 0 Shares Number of 6 Shared Voting Power Shares 447,829 shares of Common Stock (2) Beneficially Owned by Each 7 Sole Dispositive Power Reporting 0 Shares Person With 8 Shared Dispositive Power 447,829 shares of Common Stock (2) 9 Aggregate Amount Beneficially Owned by Each Reporting Person

447,829 shares of Common Stock (2)

Percent of Class Represented by Amount in Row 9

Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* o

10

11

12

2.2% (3)

IN

Type of Reporting Person*

⁽¹⁾ This Schedule 13G is filed by Arboretum Ventures II, L.P., a Delaware limited partnership ("II LP"), Arboretum Ventures IIa, L.P., a Delaware limited partnership ("IIA LP"), Arboretum Investment Manager II, LLC, a Delaware limited liability company ("II LLC"), Arboretum Investment Manager IIa, LLC,

- a Delaware limited liability company ("IIA LLC"), Arboretum Ventures, Inc., a Delaware corporation ("INC"), Jan L. Garfinkle ("Garfinkle") and Timothy B. Petersen ("Petersen" and together with II LP, IIA LP, II LLC, IIA LLC, INC and Garfinkle, collectively, the "Reporting Persons"). The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G.
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Introductory Note: This Statement on Schedule 13G is filed on behalf of the Reporting Persons, in respect of shares of Common Stock, par value \$0.001 per share ("Common Stock"), of Esperion Therapeutics, Inc. (the "Issuer").

Item 1

(a) Name of Issuer:

Esperion Therapeutics, Inc.

Address of Issuer's Principal Executive Offices:

3891 Ranchero Drive, Suite 150 Ann Arbor, MI 48108

Item 2

(a) Name of Person(s) Filing:

Arboretum Ventures II, L.P. ("II LP")
Arboretum Ventures IIa, L.P. ("IIA LP")
Arboretum Investment Manager II, LLC ("II LLC")
Arboretum Investment Manager IIa, LLC ("IIA LLC")
Arboretum Ventures, Inc. ("INC")
Jan L. Garfinkle ("Garfinkle")
Timothy B. Petersen ("Petersen")

(b) Address of Principal Business Office:

c/o Arboretum Ventures Market Place Building 303 Detroit Street, Suite 301 Ann Arbor, MI 48104

(b) Citizenship:

Entities: II LP

II LP
 II LP
 Delaware, United States of America
 II LLC
 Delaware, United States of America
 II LLC
 Delaware, United States of America
 IIA LLC
 Delaware, United States of America
 INC
 Michigan, United States of America

Individuals:

Garfinkle - United States of America

Petersen

United States of America

(d) Title of Class of Securities:

Common Stock

(e) CUSIP Number:

29664W-10-5

Item 3 Not applicable.

9

Item 4 Ownership.

The following information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2014:

			Shared	Sole	Shared		
	Shares Held	Sole Voting	Voting	Dispositive	Dispositive	Beneficial	Percentage
Reporting Persons	Directly	Power	Power	Power	Power	Ownership	of Class (2)
II LP	359,344	0	447,829	0	447,829	447,829	2.2%

IIA LP	84,191	0	447,829	0	447,829	447,829	2.2%
II LLC	0	0	447,829	0	447,829	447,829	2.2%
IIA LLC	0	0	447,829	0	447,829	447,829	2.2%
INC	4,294	0	447,829	0	447,829	447,829	2.2%
Garfinkle	0	0	447,829	0	447,829	447,829	2.2%
Petersen	0	0	447,829	0	447,829	447,829	2.2%

- (1) II LLC serves as the sole general partner of II LP and the managing member of IIA LLC, which serves as the sole general partner of IIA LP and owns no securities of the Issuer directly. Garfinkle and Petersen are managing directors of II LLC and share voting and dispositive power over the shares held by II LP and IIA LP; however, they disclaim beneficial ownership of the shares held by II LP and IIA LP except to the extent of their pecuniary interests therein. Garfinkle and Petersen are directors and sole shareholders of INC and own no securities of the Issuer directly, but share voting and dispositive power over the shares held by INC; however, they disclaim beneficial ownership of the shares held by INC except to the extent of their pecuniary interests therein.
- (2) This percentage is calculated based upon 20,349,753 shares of Common Stock outstanding as of November 1, 2014 as set forth in the Issuer's most recent 10-Q filed with the Securities and Exchange Commission on November 10, 2014 plus the warrants to purchase up to 21,997 shares held by the Reporting Persons.

Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof, the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x

Item 6 Ownership of More than Five Percent on Behalf of Another Person.

See Items 2(a) and 4.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8 Identification and Classification of Members of the Group.

Not applicable.

Item 9 Notice of Dissolution of Group.

Not applicable.

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Item 10 Certification.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 10, 2015

ARBORETUM VENTURES II, L.P.

By: Arboretum Investment Manager II, LLC

Its: General Partner

By: /s/ Jan L. Garfinkle

Jan L. Garfinkle, Managing Director

ARBORETUM VENTURES IIA, L.P.

By: Arboretum Investment Manager IIa, LLC

Its: General Partner

By: Arboretum Investment Manager II, LLC

Its: Manager

By: /s/ Jan L. Garfinkle

Jan L. Garfinkle, Managing Director

ARBORETUM INVESTMENT MANAGER II, LLC

By: /s/ Jan L. Garfinkle

Jan L. Garfinkle, Managing Director

ARBORETUM INVESTMENT MANAGER IIA, LLC

By: Arboretum Investment Manager II, LLC

By:	/s/ Jan L. Garfinkle Jan L. Garfinkle, Managing Director		
	, 0		
ARBO	DRETUM VENTURES, INC.		
By:	/s/ Jan L. Garfinkle Jan L. Garfinkle, President		
	L. Garfinkle L. GARFINKLE		
/ / TT:	d DD.		
	nothy B. Petersen OTHY B. PETERSEN		
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Exhib	iit(s):		
A - Jo	int Filing Statement		
		1	2
		EXHI	BIT A
	JO	INT FILING	STATEMENT
	ne undersigned, hereby express our agreement that the attache peutics, Inc. is filed on behalf of each of us.	ed Schedule	13G (or any amendments thereto) relating to the Common Stock of Esperion
	: February 10, 2015		
ARBO By: Its:	ORETUM VENTURES II, L.P. Arboretum Investment Manager II, LLC General Partner		
By:	/s/ Jan L. Garfinkle Jan L. Garfinkle, Managing Director		
ARBO By: Its: By:	ORETUM VENTURES IIA, L.P. Arboretum Investment Manager IIa, LLC General Partner Arboretum Investment Manager II, LLC		
Its: By:	Manager /s/ Jan L. Garfinkle Jan L. Garfinkle, Managing Director		
ARBO	DRETUM INVESTMENT MANAGER II, LLC		
By:	/s/ Jan L. Garfinkle Jan L. Garfinkle, Managing Director		
ARBO By: Its:	ORETUM INVESTMENT MANAGER IIA, LLC Arboretum Investment Manager II, LLC Manager		
By:	/s/ Jan L. Garfinkle Jan L. Garfinkle, Managing Director		
ARBO	DRETUM VENTURES, INC.		

Its:

Manager

/s/ Jan L. Garfinkle

Jan L. Garfinkle, President

By:

/s/ Jan L. Garfinkle
JAN L. GARFINKLE

/s/ Timothy B. Petersen
TIMOTHY B. PETERSEN