

**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>Aisling Capital II LP</u>  (Last) (First) (Middle) 888 7TH AVENUE 30TH FLOOR  (Street) NEW YORK NY 10106  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/25/2013	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) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)
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**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			
Series A Preferred Stock	(1)	(1)	Common Stock	1,816,475	(1)	I	By Aisling Capital II, L.P. <sup>(4)</sup>
Warrant to Purchase Preferred Stock	(2)	02/12/2018	Series A Preferred Stock	497,666 <sup>(3)</sup>	1 <sup>(3)</sup>	I	By Aisling Capital II, L.P. <sup>(4)</sup>

1. Name and Address of Reporting Person\*  
Aisling Capital II LP  
 (Last) (First) (Middle)  
 888 7TH AVENUE  
 30TH FLOOR  
 (Street)  
 NEW YORK NY 10106  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
AISSLING CAPITAL PARTNERS, LP  
 (Last) (First) (Middle)  
 888 7TH AVENUE,  
 30TH FLOOR  
 (Street)  
 NEW YORK NY 10106  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
AISSLING CAPITAL PARTNERS LLC  
 (Last) (First) (Middle)  
 888 7TH AVENUE,  
 30TH FLOOR  
 (Street)

(Street)  
 NEW YORK NY 10106

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
SCHIFF ANDREW N

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(Last) (First) (Middle)  
 888 7TH AVENUE  
 30TH FLOOR

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(Street)  
 NEW YORK NY 10106

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Purcell Dennis J

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(Last) (First) (Middle)  
 888 7TH AVENUE,  
 30TH FLOOR

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(Street)  
 NEW YORK NY 10106

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
ELMS STEVE

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(Last) (First) (Middle)  
 888 7TH AVENUE,  
 30TH FLOOR

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(Street)  
 NEW YORK NY 10106

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(City) (State) (Zip)

**Explanation of Responses:**

1. The Series A Preferred Stock is convertible into Common Stock on a 6.986-for-1 basis at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.
2. The warrant is immediately exercisable.
3. Upon the closing of the Issuer's initial public offering, this warrant to purchase shares of Series A Preferred Stock will automatically convert on a 6.986-for-1 basis into a warrant to purchase shares of Common Stock, and the exercise price will become \$6.99 per share.
4. The reportable securities are owned directly by Aisling Capital II, LP ("Aisling"), and held indirectly by Aisling Capital Partners, LP ("Aisling GP"), as general partner of Aisling, Aisling Capital Partners LLC ("Aisling Partners"), as general partner of Aisling GP, and each of the individual managing members of Aisling Partners. The individual managing members (collectively, the "Managers") of Aisling Partners are Dennis Purcell, Dr. Andrew Schiff and Steve Elms. Aisling GP, Aisling Partners, and the Managers share voting and dispositive power over the shares directly held by Aisling.

/s/ Aisling Capital II, LP, by /s/ Robert J. Wenzel 06/25/2013

/s/ Aisling Capital Partners, LLC, by /s/ Robert J. Wenzel 06/25/2013

/s/ Aisling Capital Partners, LP, by /s/ Robert J. Wenzel 06/25/2013

/s/ Andrew N. Schiff 06/25/2013

/s/ Dennis J. Purcell 06/25/2013

/s/ Steve Elms 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.