

Egalet Corp
Form 4
February 13, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Index Venture Associates III Ltd

(Last) (First) (Middle)

NO. 1 SEATON PLACE

(Street)

ST. HELIER, Y9 JE4 8YJ

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Egalet Corp [EGLT]

3. Date of Earliest Transaction
(Month/Day/Year)

02/11/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/11/2014		C	Amount (3) 148,950 (3)	A (8) 148,950 (3)	D (1) (3)	
Common Stock	02/11/2014		C	83,377 (3)	A (9) 232,327 (3)	D (1) (3)	
Common Stock	02/11/2014		C	44,207 (3)	A (10) 276,534 (3)	D (1) (3)	
Common Stock	02/11/2014		X	23,284 (3)	A \$ 0.001 299,818 (3)	D (1) (3)	
Common Stock	02/11/2014		C	28,242 (3)	A \$ 6 328,060 (3)	D (1) (3)	
	02/11/2014		C		A \$ 6 394,510 (3)	D (1) (3)	

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Common Stock			66,450 <u>(3)</u>						
Common Stock						89,227 <u>(3)</u>	I	By Egalet A/S <u>(2)</u>	
Common Stock	02/11/2014	C	302,576 <u>(4)</u>	A	<u>(8)</u>	302,576 <u>(4)</u>	D <u>(1)</u> <u>(4)</u>		
Common Stock	02/11/2014	C	169,372 <u>(4)</u>	A	<u>(9)</u>	471,948 <u>(4)</u>	D <u>(1)</u> <u>(4)</u>		
Common Stock	02/11/2014	C	89,800 <u>(4)</u>	A	<u>(10)</u>	561,748 <u>(4)</u>	D <u>(1)</u> <u>(4)</u>		
Common Stock	02/11/2014	X	47,298 <u>(4)</u>	A	\$ 0.001	609,046 <u>(4)</u>	D <u>(1)</u> <u>(4)</u>		
Common Stock	02/11/2014	C	57,370 <u>(4)</u>	A	\$ 6	666,416 <u>(4)</u>	D <u>(1)</u> <u>(4)</u>		
Common Stock	02/11/2014	C	134,988 <u>(4)</u>	A	\$ 6	801,404 <u>(4)</u>	D <u>(1)</u> <u>(4)</u>		
Common Stock						181,256 <u>(4)</u>	I	By Egalet A/S <u>(2)</u>	
Common Stock	02/11/2014	C	5,390 <u>(5)</u>	A	<u>(8)</u>	5,390 <u>(5)</u>	D <u>(1)</u> <u>(5)</u>		
Common Stock	02/11/2014	C	3,017 <u>(5)</u>	A	<u>(9)</u>	8,407 <u>(5)</u>	D <u>(1)</u> <u>(5)</u>		
Common Stock	02/11/2014	C	1,600 <u>(5)</u>	A	<u>(10)</u>	10,007 <u>(5)</u>	D <u>(1)</u> <u>(5)</u>		
Common Stock	02/11/2014	X	842 <u>(5)</u>	A	\$ 0.001	10,849 <u>(5)</u>	D <u>(1)</u> <u>(5)</u>		
Common Stock	02/11/2014	C	1,021 <u>(5)</u>	A	\$ 6	11,870 <u>(5)</u>	D <u>(1)</u> <u>(5)</u>		
Common Stock	02/11/2014	C	2,403 <u>(5)</u>	A	\$ 6	14,273 <u>(5)</u>	D <u>(1)</u> <u>(5)</u>		
Common Stock						3,229 <u>(5)</u>	I	By Egalet A/S <u>(2)</u>	
Common Stock	02/11/2014	C	3,685 <u>(6)</u>	A	<u>(8)</u>	3,685 <u>(6)</u>	D <u>(1)</u> <u>(6)</u>		
Common Stock	02/11/2014	C	2,062 <u>(6)</u>	A	<u>(9)</u>	5,747 <u>(6)</u>	D <u>(1)</u> <u>(6)</u>		
Common Stock	02/11/2014	C	1,093 <u>(6)</u>	A	<u>(10)</u>	6,840 <u>(6)</u>	D <u>(1)</u> <u>(6)</u>		
Common Stock	02/11/2014	X	3,500 <u>(6)</u>	A	\$ 0.001	10,340 <u>(6)</u>	D <u>(1)</u> <u>(6)</u>		
	02/11/2014	C	698 <u>(6)</u>	A	\$ 6	11,038 <u>(6)</u>	D <u>(1)</u> <u>(6)</u>		

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Common Stock								
Common Stock	02/11/2014	C	9,991 ⁽⁶⁾	A	\$ 6	21,029 ⁽⁶⁾	D ⁽¹⁾ ⁽⁶⁾	
Common Stock						2,603 ⁽⁶⁾	I	By Egalet A/S ⁽²⁾
Common Stock	02/11/2014	X	192,076 ⁽⁷⁾	A	\$ 0.001	192,076 ⁽⁷⁾	D ⁽¹⁾ ⁽⁷⁾	
Common Stock	02/11/2014	C	548,186 ⁽⁷⁾	A	\$ 6	740,262 ⁽⁷⁾	D ⁽¹⁾ ⁽⁷⁾	

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series A-2 Preferred Stock	⁽⁸⁾	02/11/2014		C	148,950 ⁽³⁾	⁽⁸⁾ ⁽⁸⁾	Common Stock 148,950 ⁽³⁾
Series B Preferred Stock	⁽⁹⁾	02/11/2014		C	83,377 ⁽³⁾	⁽⁹⁾ ⁽⁹⁾	Common Stock 83,377 ⁽³⁾
Series B-1 Preferred Stock	⁽¹⁰⁾	02/11/2014		C	44,207 ⁽³⁾	⁽¹⁰⁾ ⁽¹⁰⁾	Common Stock 44,207 ⁽³⁾
Warrants	\$ 0.001	02/11/2014		X	23,284 ⁽³⁾	⁽¹¹⁾ ⁽¹¹⁾	Common Stock 23,284 ⁽³⁾
Subordinated Convertible Debt	\$ 6	02/11/2014		C	\$ 169,452 ⁽³⁾	⁽¹²⁾ ⁽¹²⁾	Common Stock 28,200 ⁽³⁾
Senior Convertible Debt	\$ 6	02/11/2014		C	\$ 398,711 ⁽³⁾	⁽¹³⁾ ⁽¹³⁾	Common Stock 66,400 ⁽³⁾

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Series A-2 Preferred Stock	<u>(8)</u>	02/11/2014	C	302,576 <u>(4)</u>	<u>(8)</u>	<u>(8)</u>	Common Stock	302,576 <u>(4)</u>
Series B Preferred Stock	<u>(9)</u>	02/11/2014	C	169,372 <u>(4)</u>	<u>(9)</u>	<u>(9)</u>	Common Stock	169,372 <u>(4)</u>
Series B-1 Preferred Stock	<u>(10)</u>	02/11/2014	C	89,800 <u>(4)</u>	<u>(10)</u>	<u>(10)</u>	Common Stock	89,800 <u>(4)</u>
Warrants	\$ 0.001	02/11/2014	X	47,298 <u>(4)</u>	<u>(11)</u>	<u>(11)</u>	Common Stock	47,298 <u>(4)</u>
Subordinated Convertible Debt	\$ 6	02/11/2014	C	\$ 344,224 <u>(4)</u>	<u>(12)</u>	<u>(12)</u>	Common Stock	57,300 <u>(4)</u>
Senior Convertible Debt	\$ 6	02/11/2014	C	\$ 809,939 <u>(4)</u>	<u>(13)</u>	<u>(13)</u>	Common Stock	134,900 <u>(4)</u>
Series A-2 Preferred Stock	<u>(8)</u>	02/11/2014	C	5,390 <u>(5)</u>	<u>(8)</u>	<u>(8)</u>	Common Stock	5,390 <u>(8)</u>
Series B Preferred Stock	<u>(9)</u>	02/11/2014	C	3,017 <u>(5)</u>	<u>(9)</u>	<u>(9)</u>	Common Stock	3,017 <u>(9)</u>
Series B-1 Preferred Stock	\$ 10	02/11/2014	C	1,600 <u>(5)</u>	<u>(10)</u>	<u>(10)</u>	Common Stock	1,600 <u>(10)</u>
Warrants	\$ 0.001	02/11/2014	X	842 <u>(5)</u>	<u>(11)</u>	<u>(11)</u>	Common Stock	842 <u>(11)</u>
Subordinated Convertible Debt	\$ 6	02/11/2014	C	\$ 6,132 <u>(5)</u>	<u>(12)</u>	<u>(12)</u>	Common Stock	1,020 <u>(12)</u>
Senior Convertible Debt	\$ 6	02/11/2014	C	\$ 14,427 <u>(5)</u>	<u>(13)</u>	<u>(13)</u>	Common Stock	2,400 <u>(13)</u>
Series A-2 Preferred Stock	<u>(8)</u>	02/11/2014	C	3,685 <u>(6)</u>	<u>(8)</u>	<u>(8)</u>	Common Stock	3,685 <u>(8)</u>
Series B Preferred Stock	<u>(9)</u>	02/11/2014	C	2,062 <u>(6)</u>	<u>(9)</u>	<u>(9)</u>	Common Stock	2,062 <u>(9)</u>
Series B-1 Preferred Stock	<u>(10)</u>	02/11/2014	C	1,093 <u>(6)</u>	<u>(10)</u>	<u>(10)</u>	Common Stock	1,093 <u>(10)</u>

3,500 <u>(6)</u>	<u>(11)</u>	<u>(11)</u>	Common Stock	3,500
4,192 <u>(6)</u>	<u>(12)</u>	<u>(12)</u>	Common Stock	698
59,953 <u>(6)</u>	<u>(13)</u>	<u>(13)</u>	Common Stock	9,99
92,076 <u>(7)</u>	<u>(11)</u>	<u>(11)</u>	Common Stock	192, <u>(7)</u>
\$ 289,131 <u>(7)</u>	<u>(13)</u>	<u>(13)</u>	Common Stock	548, <u>(7)</u>

[illegible]

02/13/2014

Date _____

02/13/2014

Date _____

02/13/2014

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__Signature of Reporting Person

Date

By: Stan Musial, Attorney in fact for Index Ventures III Parallel Entrepreneur Fund (Jersey)

02/13/2014

__Signature of Reporting Person

Date

By: Stan Musial, Attorney in fact for Yucca (Jersey) SLP

02/13/2014

__Signature of Reporting Person

Date

By: Stan Musial, Attorney in fact for Index Ventures Life VI (Jersey) L.P.

02/13/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- These securities are owned, as indicated, by Index Ventures III (Jersey), L.P. ("Jersey"), Index Ventures III (Delaware), L.P. ("Delaware"), or Index Ventures III Parallel Entrepreneur Fund (Jersey) L.P. ("Index PEF"), of which Index Venture Associates III Ltd. ("Index Associates") is the general partner, or Yucca (Jersey) SLP ("Yucca") or Index Ventures Life VI (Jersey) L.P. ("Index VI"), of which Index Associates is an affiliate. Index Associates, Jersey, Delaware, Index PEF, Yucca and Index VI (collectively, the "Index Entities") are members of a "group" for purposes of Section 13(d) of the Exchange Act. This Form 4 is being filed jointly by the Index Entities in connection with the consummation of Egalet Corporation's initial public offering. Each of the Index Entities disclaims beneficial ownership of the securities held of record by any of the other Index Entities, except, in each case, to the extent of their respective proportionate pecuniary interest(s) therein.
- (1) The reporting person is Egalet A/S, a corporation. Jersey, Delaware, Index PEF and Yucca are 6.90%, 14.03%, 0.25% and 0.20% equityholders of Egalet A/S, respectively.
- (2) These securities are owned by Jersey.
- (3) These securities are owned by Delaware.
- (4) These securities are owned by Index PEF.
- (5) These securities are owned by Yucca
- (6) These securities are owned by Index VI.
- (7) The Series A-2 Preferred Stock automatically converted into Egalet Corporation common stock on a 1-for-1 basis immediately prior to the consummation of Egalet Corporation's initial public offering.
- (8) The Series B Preferred Stock automatically converted into Egalet Corporation common stock on a 1-for-1 basis immediately prior to the consummation of Egalet Corporation's initial public offering.
- (9) The Series B-1 Preferred Stock automatically converted into Egalet Corporation common stock on a 1-for-1 basis immediately prior to the consummation of Egalet Corporation's initial public offering.
- (10) The warrants were automatically exercised into Egalet Corporation common stock immediately prior to the consummation of the Egalet Corporation's initial public offering on a 1-for-1 basis, pursuant to the securityholders' purchase of a specified minimum amount of common stock in such offering.
- (11) The subordinated convertible debt automatically converted into Egalet Corporation common stock immediately prior to the consummation of Egalet Corporation's initial public offering, based on a conversion price equal to 50% of the per share price in such offering, which was \$12 per share.
- (12) The senior convertible debt automatically converted into Egalet Corporation common stock immediately prior to the consummation of Egalet Corporation's initial public offering, based on a conversion price equal to 50% of the per share price in such offering, which was \$12 per share.
- (13)

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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