

Esperion Therapeutics, Inc.
Form SC 13G/A
February 05, 2016

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(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, 2015
(Date of Event which Requires Filing of this Statement)

Check the
appropriate box
to designate the
rule pursuant to
which this
Schedule is filed.
 Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover 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 any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required 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 of 1934 ("Act") or otherwise 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. 29664W-10-5 SCHEDULE 13G Page 2 of 12

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Aisling Capital II, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

1,708,362

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

0

7 SOLE DISPOSITIVE POWER

1,708,362

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,708,362 (See Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.6%

12 TYPE OF REPORTING PERSON

PN

CUSIP No. 29664W-10-5 SCHEDULE 13G Page 3 of 12

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Aisling Capital Partners, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

1,708,362

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

1,708,362

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,708,362 (See Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.6%

12 TYPE OF REPORTING PERSON

PN

CUSIP No. 29664W-10-5 SCHEDULE 13G Page 4 of 12

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Aisling Capital Partners, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

1,708,362

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

1,708,362

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,708,362 (See Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.6%

12 TYPE OF REPORTING PERSON

OO

CUSIP No. 29664W-10-5 SCHEDULE 13G Page 5 of 12

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Steve Elms

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

1,708,362

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,708,362

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,708,362 (See Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.6%

12 TYPE OF REPORTING PERSON

IN

CUSIP No. 29664W-10-5 SCHEDULE 13G Page 6 of 12

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Dennis Purcell

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

1,708,362

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,708,362

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,708,362 (See Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.6%

12 TYPE OF REPORTING PERSON

IN

CUSIP No. 29664W-10-5 SCHEDULE 13G Page 7 of 12

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Andrew Schiff

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

1,708,362

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,708,362

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,708,362 (See Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.6%

12 TYPE OF REPORTING PERSON

IN

CUSIP No. 29664W-10-5 SCHEDULE 13G Page 8 of 12

ITEM

1. (a) Name of Issuer:

Esperion Therapeutics, Inc. (the "Issuer")

(b) Address of Issuer's Principal Executive Offices:

46701 Commerce Center Drive, Plymouth, MI 48170

ITEM

2. (a) Name of Person Filing:

This Schedule 13G (this "Statement") is being filed by the following persons (collectively, the "Reporting Persons"):

- (i) Aisling Capital II, LP, a Delaware limited partnership ("Aisling");
- (ii) Aisling Capital Partners, LP, a Delaware limited partnership ("Aisling Partners" and a general partner of Aisling);
- (iii) Aisling Capital Partners LLC, a Delaware limited liability company ("Aisling Partners GP" and a general partner of Aisling Partners);
- (iv) Mr. Steve Elms ("Mr. Elms" and a managing member of Aisling Partners GP);
- (v) Mr. Dennis Purcell ("Mr. Purcell" and a managing member of Aisling Partners GP); and
- (vi) Mr. Andrew Schiff ("Mr. Schiff" and a managing member of Aisling Partners GP).

(b) Address of Principal Business Office, or if None, Residence:

The address of the principal business offices of each of the Reporting Persons is 888 Seventh Avenue, 12th Floor, New York, New York 10106.

(c) Citizenship:

- (i) Aisling — a Delaware limited partnership
- (ii) Aisling Partners — a Delaware limited partnership
- (iii) Aisling Partners GP — a Delaware limited liability company
- (iv) Mr. Elms — United States
- (v) Mr. Purcell — United States
- (vi) Mr. Schiff — United States

(d) Title of Class of Securities:

Common Stock, par value \$0.001 per share (the "Common Stock").

(e) CUSIP Number:

29664W-10-5

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO §240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o)
 - (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c)
 - (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c)
 - (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E)
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
-

CUSIP No. 29664W-10-5 SCHEDULE 13G Page 9 of 12

- (g) A Parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

ITEM
4. OWNERSHIP

(a) Amount beneficially owned:

Each of the Reporting Persons may be deemed to beneficially own an aggregate of 1,708,362 shares of Common Stock, consisting of (i) 1,637,125 shares of Common Stock and (ii) a warrant to purchase 71,237 shares of Common Stock exercisable immediately at an exercise price calculated in accordance with the terms of the warrant.

(b) Percent of class:

Based on the calculations made in accordance with Rule 13d-3(d), each of the Reporting Persons may be deemed to beneficially own approximately 7.6% of the outstanding Common Stock.

All percentages of ownership of the Common Stock by Reporting Persons presented in this Statement is based on 22,518,907 shares, which is the total outstanding number of shares of the Common Stock reported in the Issuer's Registration Statement on Form S-3 filed with the Securities Exchange Commission by the Issuer on December 22, 2015.

(c) Number of shares as to which such person has:

- (i),
- (iii) Sole power to vote or to direct the vote

Each of Aisling, Aisling Partners and Aisling Partners GP may be deemed to have sole power to direct the voting and disposition of the 1,708,362 shares of Common Stock beneficially owned by Aisling.

- (ii),
- (iv) Shared power to vote or to direct the vote

By virtue of the relationships between and among the Reporting Persons as described in Item 2, each of Mr. Elms, Mr. Purcell and Mr. Schiff may be deemed to share the power to direct the voting and the disposition of the 1,708,362 shares of Common Stock beneficially owned by Aisling.

ITEM
5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not Applicable.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

The partners of Aisling have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares held for the account of Aisling in accordance with their ownership interests in Aisling.

CUSIP No. 29664W-10-5 SCHEDULE 13G Page 10 of 12

ITEM IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE
7. SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not Applicable.

ITEM IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.
8.

Not Applicable.

ITEM NOTICE OF DISSOLUTION OF GROUP
9.

Not Applicable.

ITEM CERTIFICATIONS.
10.

Not Applicable.

CUSIP No. 29664W-10-5 SCHEDULE 13G Page 11 of 12

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 5, 2016

AISLING CAPITAL II, LP

By: Aisling Capital Partners, LP,

As its General Partner

By: Aisling Capital Partners, LLC,

As its General Partner

By: /s/ Lloyd Appel

Name: Lloyd Appel

Title: Chief Financial Officer

AISLING CAPITAL PARTNERS,
LP

By: Aisling Capital Partners, LLC,

As its General Partner

By: /s/ Lloyd Appel

Name: Lloyd Appel

Title: Chief Financial Officer

AISLING CAPITAL PARTNERS,
LLC

By: /s/ Lloyd Appel

Name: Lloyd Appel

Title: Chief Financial Officer

STEVE ELMS

By: /s/ Steve Elms

CUSIP No. 29664W-10-5 SCHEDULE 13G Page 12 of 12

DENNIS PURCELL

By: /s/ Dennis Purcell

ANDREW SCHIFF

By: /s/ Andrew Schiff

EXHIBIT INDEX

Exhibit 1. Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (previously filed).
