

ESPERION THERAPEUTICS, INC.

Filed by
DOMAIN PARTERS VII L P

FORM SC 13D/A (Amended Statement of Beneficial Ownership)

Filed 12/08/17

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CIK	0001434868
Symbol	ESPR
Fiscal Year	12/31

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2) ¹

Esperion Therapeutics, Inc.
(Name of Issuer)

Common Stock, \$.001 par value
(Title of Class of Securities)

29664W105
(CUSIP Number)

Domain Associates, LLC
One Palmer Square
Princeton, NJ 08542
Attn: Lisa A. Kraeutler
Tel: (609) 683-5656

Ropes & Gray LLP
1211 Avenue of the Americas
New York, NY 10036
Attn: Morri H. Weinberg, Esq.
Tel: (212) 596-9000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 6, 2017
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. []

Note . Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

¹ 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*).

1.	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (VOLUNTARY) EIN No.:	Domain Partners VII, L.P.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [x] (b) []	
3.	SEC USE ONLY		Not Applicable
4.	SOURCE OF FUNDS		[]
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		Delaware
6.	CITIZENSHIP OR PLACE OF ORGANIZATION		1,957,894*
7.	SOLE VOTING POWER		0
8.	SHARED VOTING POWER		1,957,894*
9.	SOLE DISPOSITIVE POWER		0
10.	SHARED DISPOSITIVE POWER		1,957,894*
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		7.5%
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		PN
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
14.	TYPE OF REPORTING PERSON		

* Includes 70,042 shares issuable upon exercise of Warrants.

1.	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (VOLUNTARY)		
	EIN No.:		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a)	[x]
		(b)	[]
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS		Not Applicable
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		[]
6.	CITIZENSHIP OR PLACE OF ORGANIZATION		Delaware
			27,120*
	7. SOLE VOTING POWER		
			0
	8. SHARED VOTING POWER		
			27,120*
	9. SOLE DISPOSITIVE POWER		
			0
	10. SHARED DISPOSITIVE POWER		
			27,120*
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		0.1%
14.	TYPE OF REPORTING PERSON		PN

* Includes 1,193 shares issuable upon exercise of Warrants.

1.	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (VOLUNTARY)	Domain Associates, LLC
	EIN No.:	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	Not Applicable
4.	SOURCE OF FUNDS	<input type="checkbox"/>
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	Delaware
6.	CITIZENSHIP OR PLACE OF ORGANIZATION	21,471
	7. SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8. SHARED VOTING POWER	21,471
	9. SOLE DISPOSITIVE POWER	0
	10. SHARED DISPOSITIVE POWER	21,471
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	Less than 0.1%
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	OO
14.	TYPE OF REPORTING PERSON	

AMENDMENT NO. 2 TO SCHEDULE 13D

Reference is hereby made to the statement on Schedule 13D filed with the Securities and Exchange Commission (the "Commission") by the Reporting Persons with respect to the Common Stock of the Issuer on October 30, 2014 and Amendment No. 1 thereto filed on March 25, 2015 (as so amended, the "Schedule 13D".) Terms defined in the Schedule 13D are used herein as so defined.

Item 5. **Interest in Securities of the Issuer.**

Item 5(a) of the Schedule 13D is hereby amended and restated as follows:

The information requested by this paragraph is incorporated herein by reference to the cover pages to this Amendment No. 2 to Schedule 13D. Ownership percentages are based on 26,197,749 shares of Common Stock outstanding as of November 1, 2017, as reported in the Issuer's Report on Form 10-Q for the period ended September 30, 2017 filed with the Commission on November 7, 2017, and gives effect to the exercise of all Warrants held by the Reporting Persons.

In addition, Nicole Vitullo directly beneficially owns 2,472 shares of Common Stock, as well as (i) 5,000 shares of Common Stock issuable upon exercise of a presently-exercisable option to purchase 5,000 shares of Common Stock, at an exercise price of \$14.42 per share, which was granted on May 15, 2014 and expires on May 15, 2024, (ii) 8,000 shares of Common Stock issuable upon exercise of a presently-exercisable option to purchase 8,000 shares of Common Stock, at an exercise price of \$107.74 per share, which was granted on May 14, 2015 and expires on May 14, 2025 and (iii) 8,000 shares of Common Stock issuable upon exercise of a presently-exercisable option to purchase 8,000 shares of Common Stock, at an exercise price of \$17.75 per share, which was granted on June 9, 2016 and expires on June 9, 2026.

Item 5(c) of the Schedule 13D is hereby amended and restated as follows:

On December 6, 2017, DP VII distributed in kind 329,083 shares of Common Stock pro rata to its partners, including 3,291 shares to OPSA VII. Also on December 6, 2017, DP VIIA sold 9,326 shares in open market transactions, at a weighted average price of \$53.85 per share.

On December 8, 2017, OPSA VII distributed 32,560 shares of Common Stock pro rata to its members, which represented all of the Common Stock directly held by OPSA VII.

SIGNATURES

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

Date: December 8, 2017

DOMAIN PARTNERS VII, L.P

By: /s/ DOMAIN PARTNERS VII, L.P.

Attorney-in-Fact

DP VII ASSOCIATES, L.P.

By: /s/ Lisa A. Kraeutler

Attorney-in-Fact

DOMAIN ASSOCIATES, LLC

By: /s/ Lisa A. Kraeutler

Attorney-in-Fact