

MARINUS PHARMACEUTICALS INC

Reported by
BAIN CAPITAL LIFE SCIENCES FUND, L.P.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/19/17 for the Period Ending 12/15/17

Address	170 N RADNOR CHESTER RD SUITE 250 RADNOR, PA, 19087
Telephone	484-801-4670
CIK	0001267813
Symbol	MRNS
SIC Code	2834 - Pharmaceutical Preparations
Industry	Pharmaceuticals
Sector	Healthcare
Fiscal Year	12/31

FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Bain Capital Life Sciences Investors, LLC			MARINUS PHARMACEUTICALS INC [MRNS]			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
200 CLARENDON STREET			12/15/2017					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
BOSTON, MA 02116						<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City)			(State)			(Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	12/15/2017		S		719665 (1)(6)	D	\$8.0179 (1)(6)	4530335	I	See footnotes (7)(8)
Common Stock	12/15/2017		S		102882 (2)(6)	D	\$8.636 (2)(6)	4427453	I	See footnotes (7)(8)
Common Stock	12/18/2017		S		300000 (3)(6)	D	\$7.5048 (3)(6)	4127453	I	See footnotes (7)(8)
Common Stock	12/19/2017		S		94771 (4)(6)	D	\$7.6209 (4)(6)	4032682	I	See footnotes (7)(8)
Common Stock	12/19/2017		S		55229 (5)(6)	D	\$7.1055 (5)(6)	3977453	I	See footnotes (7)(8)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

Explanation of Responses:

- On December 15, 2017, Bain Capital Life Sciences Fund, L.P. ("BC LS") and BCIP Life Sciences Associates, LP ("BCIP LS" and, together with BC LS, the "Bain Life Sciences Entities") sold 652,840 and 66,825 shares of common stock, respectively, at a weighted average price of \$8.0179. The shares were sold in multiple transactions at prices ranging from \$7.89 to \$8.495. Following such sales, BC LS and BCIP LS held 4,109,671 and 420,664 shares of common stock, respectively.
- On December 15, 2017, BC LS and BCIP LS sold 93,329 and 9,553 shares of common stock, respectively, at a weighted average price of \$8.636. The shares were sold in multiple transactions at prices ranging from \$8.50 to \$9.045. Following such sales, BC LS and BCIP LS held 4,016,342 and 411,111 shares of common stock, respectively.
- On December 18, 2017, BC LS and BCIP LS sold 272,143 and 27,857 shares of common stock, respectively, at a weighted average price of \$7.5048. The shares were sold in multiple transactions at prices ranging from \$7.05 to \$7.905. Following such sales, BC LS and BCIP LS held 3,744,199 and 383,254 shares of common stock, respectively.
- On December 19, 2017, BC LS and BCIP LS sold 85,971 and 8,800 shares of common stock, respectively, at a weighted average price of \$7.6209. The shares were sold in multiple transactions at prices ranging from \$7.50 to \$8.02. Following such sales, BC LS and BCIP LS held 3,658,228 and 374,454 shares of common stock, respectively.
- On December 19, 2017, BC LS and BCIP LS sold 50,101 and 5,128 shares of common stock, respectively, at a weighted average price of \$7.1055. The shares were sold in multiple transactions at prices ranging from \$6.86 to \$7.498. Following such sales, BC LS and BCIP LS held 3,608,127 and 369,326

shares of common stock, respectively.

- (6) Each of the Bain Life Sciences Entities undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) through (5) to this Form 4.
- (7) Bain Capital Life Sciences Investors, LLC ("BCI LS") is the general partner of Bain Capital Life Sciences Partners, LP ("BC LS P"), which is the general partner of BC LS. As a result, BC LS P may be deemed to share voting and dispositive power with respect to the securities held by BC LS.
- (8) The governance, investment strategy and decision-making process with respect to the investments held by the Bain Life Sciences Entities is directed by BCI LS, whose managers are Jeffrey Schwartz and Adam Koppel. As a result, BCI LS, Mr. Schwartz and Dr. Koppel may each be deemed to share voting and dispositive power with respect to the securities held by the Bain Life Sciences Entities. BCI LS, Mr. Schwartz and Dr. Koppel each disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bain Capital Life Sciences Investors, LLC 200 CLARENDON STREET BOSTON, MA 02116		X		
Bain Capital Life Sciences Partners, LP 200 CLARENDON STREET BOSTON, MA 02116		X		
Bain Capital Life Sciences Fund, L.P. 200 CLARENDON STREET BOSTON, MA 02116		X		
BCIP Life Sciences Associates, LP 200 CLARENDON STREET BOSTON, MA 02116		X		
Schwartz Jeffrey Lawrence 200 CLARENDON STREET BOSTON, MA 02116		X		
Koppel Adam 200 CLARENDON STREET BOSTON, MA 02116		X		

Signatures

BAIN CAPITAL LIFE SCIENCES INVESTORS, LLC, By: /s/ Adam Koppel, Name: Adam Koppel, Title: Managing Director	12/19/2017 Date
<small>**Signature of Reporting Person</small>	
BAIN CAPITAL LIFE SCIENCES PARTNERS, LP, By: Bain Capital Life Sciences Investors, LLC, its general partner, By: /s/ Adam Koppel, Name: Adam Koppel, Title: Managing Director	12/19/2017 Date
<small>**Signature of Reporting Person</small>	
BAIN CAPITAL LIFE SCIENCES FUND, L.P., By: Bain Capital Life Sciences Partners, LP, its general partner, By: Bain Capital Life Sciences Investors, LLC, its general partner, By: /s/ Adam Koppel, Name: Adam Koppel, Title: Managing Director	12/19/2017 Date
<small>**Signature of Reporting Person</small>	
BCIP LIFE SCIENCES ASSOCIATES, LP, By: Boylston Coinvestors, LLC, its general partner, By: /s/ Adam Koppel, Name: Adam Koppel, Title: Authorized Signatory	12/19/2017 Date
<small>**Signature of Reporting Person</small>	
/s/ Jeffrey Schwartz	12/19/2017 Date
<small>**Signature of Reporting Person</small>	
/s/ Adam Koppel	12/19/2017 Date
<small>**Signature of Reporting Person</small>	

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 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).

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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