

OMB APPROVAL	
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**INITIAL STATEMENT OF 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* <u>NEWTON ROGER S</u>  (Last) (First) (Middle) <u>C/O ESPERION THERAPEUTICS, INC.</u> <u>46701 COMMERCE CENTER DRIVE</u>  (Street) <u>PLYMOUTH MI 48170</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/25/2013</u>	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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Chairman, CSO</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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)
Common Stock	286,286	D	

**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			
Warrant to Purchase Preferred Stock	(1)	02/12/2018	Series A Preferred Stock	242,082 <sup>(2)</sup>	1 <sup>(2)</sup>	D	
Stock Option (right to buy)	(3)	01/16/2023	Common Stock	76,141	2.1	D	
Series A Preferred Stock	(4)	(4)	Common Stock	301,051	(4)	D	

**Explanation of Responses:**

- The warrant is immediately exercisable.
- 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.
- The option is immediately exercisable, provided that any shares issued upon exercise will be restricted and will vest in equal quarterly installments over a four-year period beginning from December 10, 2012.
- 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.

/s/ Richard B. Bartram, by 06/25/2013  
power of attorney

\*\* 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby authorizes each of Tim M. Mayleben, Richard B. Bartram, and Troy A. Ignelzi, of Esperion Therapeutics, Inc., a Delaware corporation (the "Company"), individually to execute for and on behalf of the undersigned, in the undersigned's capacity as an Officer and/or Director of the Company, Forms 3, 4 and 5, and any amendments thereto, and cause such form(s) to be filed with the United States Securities and Exchange Commission pursuant to Section 16(a) of the Securities Act of 1934, relating to the undersigned's beneficial ownership of securities in the Company. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all such attorneys-in-fact, or such attorneys-in-facts' substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacities at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the earliest of: (1) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of, and transactions in, securities issued by the Company; (2) this Power of Attorney is revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact; or (3) as to a specific attorney-in-fact, the employment of such attorney-in-fact with the Company is terminated.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 18th day of June, 2013.

/s/ Roger S. Newton  
(Sign Name)  
Roger S. Newton  
(Type Name)