

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

| OMB APPROVAL | |
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|--|--|---|---|
| 1. Name and Address of Reporting Person* <u>DOMAIN PARTERS VII L P</u> (Last) (First) (Middle) <u>C/O DOMAIN ASSOCIATES, LLC</u> <u>ONE PALMER SQUARE</u> (Street) <u>PRINCETON NJ 08542</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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) | 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 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) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

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 | | | |
| Series A Preferred Stock | (1) | (1) | Common Stock | 1,786,012 | (1) | D | |
| Warrant to Purchase Series A Preferred Stock | (2) | 02/12/2018 | Series A Preferred Stock ⁽³⁾ | 489,320 ⁽³⁾ | 1 ⁽³⁾ | D | |

Explanation of Responses:

- All outstanding shares of the Issuer's preferred stock will automatically convert into Common Stock upon the closing of the Issuer's initial public offering (the "IPO"), for no additional consideration.
- The Warrant is immediately exercisable.
- Upon the closing of the IPO the Warrants to purchase Series A Preferred Stock will automatically convert on a 6.986-for-1 basis into Warrants to purchase Common Stock, and the exercise price will adjust to \$6.99 per share, pursuant to the terms of such Warrants.

Remarks:

/s/ Kathleen K. Schoemaker,
Managing Member of One
Palmer Square Associates VII, 06/25/2013
LLC, General Partner of
Domain Partners VII, L.P.

** 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.