

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Ericson William W.</u> (Last) (First) (Middle) C/O MOHR DAVIDOW VENTURES 3000 SAND HILL ROAD, #3-290 (Street) MENLO PARK CA 94025 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Adamas Pharmaceuticals Inc [ADMS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 04/15/2014	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	04/15/2014		C		1,029,984	A	(1)(2)	3,772,686	I	MDV VII LP, nom for MDV VII LP, MDV VII Leaders' Fund LP, MDV ENF VII (A) LP, and MDV ENF VII (B) LP ⁽³⁾
Common Stock	04/15/2014		C		511,328	A	(1)	511,328	I	MDV IX, L.P., as nominee for MDV IX, L.P., and MDV ENF IX, L.P. ⁽⁴⁾
Common Stock	04/15/2014		P		265,150	A	\$16	265,150	I	MDV VII, L.P. ⁽³⁾
Common Stock	04/15/2014		P		6,043	A	\$16	6,043	I	MDV ENF VII (A), L.P. ⁽³⁾
Common Stock	04/15/2014		P		3,146	A	\$16	3,146	I	MDV ENF VII (B), L.P. ⁽³⁾

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	04/15/2014		P		25,661	A	\$16	25,661	I	MDV VII Leaders' Fund, L.P. ⁽³⁾

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series AA Convertible Preferred Stock	(1)	04/15/2014		C			1,029,516	(1)	(5)	Common Stock	1,029,516	\$0.00	0	I	MDV VII LP, nom for MDV VII LP, MDV VII Leaders' Fund LP, MDV ENF VII (A) LP, and MDV ENF VII (B) LP ⁽³⁾
Series AA-1 Convertible Preferred Stock	(2)	04/15/2014		C			468	(2)	(5)	Common Stock	468	\$0.00	0	I	MDV VII LP, nom for MDV VII LP, MDV VII Leaders' Fund LP, MDV ENF VII (A) LP, and MDV ENF VII (B) LP ⁽³⁾
Series AA Convertible Preferred Stock	(1)	04/15/2014		C			511,328	(1)	(5)	Common Stock	511,328	\$0.00	0	I	MDV IX, L.P., as nominee for MDV IX, L.P., and MDV ENF IX, L.P. ⁽⁴⁾
Stock Option (Right to Buy)	\$8.995							(6)	02/02/2024	Common Stock	30,000		30,000	D	

Explanation of Responses:

- Upon the closing of the Issuer's initial public offering, each share of Series AA Preferred Stock automatically converted into 1 share of Common Stock for no additional consideration and had no expiration date.
- Upon the closing of the Issuer's initial public offering, each 1000 shares of Series AA-1 Preferred Stock automatically converted into 1 share of Common Stock for no additional consideration and had no expiration date.
- Seventh MDV Partners, L.L.C. is the general partner of MDV VII, L.P., as nominee for MDV VII, L.P., MDV VII Leaders' Fund, L.P., MDV ENF VII(A), L.P. and MDV ENF(B), L.P. and has sole voting and investment power over the shares. William Ericson, a general partner with Mohr Davidow Ventures, may be deemed to indirectly beneficially own the shares affiliated with Mohr Davidow Ventures.
- William Ericson is a Managing Member of Ninth MDV Partners, L.L.C., the general partner of MDV IX, L.P., as nominee for MDV IX, L.P., and MDV ENF IX, L.P. William Ericson may be deemed to share voting and dispositive power over the shares held by MDV IX, L.P., as nominee for MDV IX, L.P., and MDV ENF IX, L.P.
- The shares do not have an expiration date.
- The Option shares shall vest as follows: 1/3rd of the shares subject to such option shall vest each year after February 2, 2014, subject to Reporting Person's Continuous Service (as defined in the Issuer's 2007 Stock Plan) as of each such date. The Option shares are subject to an early exercise right and may be exercised in full prior to vesting.

Remarks:

/s/ Danielle Naftulin, as Attorney-in-Fact 04/15/2014

** 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 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.

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.