

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

<p>1. Name and Address of Reporting Person*</p> <p><u>DAG Ventures Management III, LLC</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>251 LYTTON AVENUE, SUITE 200</u></p> <hr/> <p>(Street)</p> <p><u>PALO ALTO CA 94301</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>Adamas Pharmaceuticals Inc [ADMS]</u></p> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>04/15/2014</u></p> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) Other (specify below)</p> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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		703,538	A	(1)	1,515,928	I	By DAG Ventures III-QP, L.P. ⁽²⁾
Common Stock	04/15/2014		C		228	A	(1)	1,516,156	I	By DAG Ventures III-QP, L.P. ⁽²⁾
Common Stock	04/15/2014		C		66,162	A	(1)	142,578	I	By DAG Ventures III, L.P. ⁽²⁾
Common Stock	04/15/2014		C		21	A	(1)	142,599	I	By DAG Ventures III, L.P. ⁽²⁾
Common Stock	04/15/2014		C		674	A	(1)	1,474	I	By DAG Ventures GP Fund III, LLC ⁽²⁾

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
Series AA Preferred Stock	(1)	04/15/2014		C			703,538	(1)	(1)	Common Stock	703,538	\$0.00	0	I	By DAG Ventures III-QP, L.P. ⁽²⁾
Series AA-1 Preferred Stock	(1)	04/15/2014		C			228	(1)	(1)	Common Stock	228	\$0.00	0	I	By DAG Ventures III-QP, L.P. ⁽²⁾

**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 Preferred Stock	(I)	04/15/2014		C			66,162	(I)	(I)	Common Stock	66,162	\$0.00	0	I	By DAG Ventures III, L.P. ⁽²⁾
Series AA-1 Preferred Stock	(I)	04/15/2014		C			21	(I)	(I)	Common Stock	21	\$0.00	0	I	By DAG Ventures III, L.P. ⁽²⁾
Series AA Preferred Stock	(I)	04/15/2014		C			674	(I)	(I)	Common Stock	674	\$0.00	0	I	By DAG Ventures GP Fund III, LLC ⁽²⁾

1. Name and Address of Reporting Person*

[DAG Ventures Management III, LLC](#)

(Last) (First) (Middle)

251 LYTTON AVENUE, SUITE 200

(Street)

PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[DAG VENTURES III-QP LP](#)

(Last) (First) (Middle)

251 LYTTON AVENUE, SUITE 200

(Street)

PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[DAG Ventures III, L.P.](#)

(Last) (First) (Middle)

251 LYTTON AVENUE, SUITE 200

(Street)

PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
DAG Ventures GP Fund III, LLC		
(Last)	(First)	(Middle)
251 LYTTON AVENUE, SUITE 200		
(Street)		
PALO ALTO	CA	94301
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Cadeddu John J.		
(Last)	(First)	(Middle)
251 LYTTON AVENUE, SUITE 200		
(Street)		
PALO ALTO	CA	94301
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Goodrich R. Thomas		
(Last)	(First)	(Middle)
251 LYTTON AVENUE, SUITE 200		
(Street)		
PALO ALTO	CA	94301
(City)	(State)	(Zip)

Explanation of Responses:

1. 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.

2. DAG Ventures Management III, LLC ("DAG Management III") serves as the sole General Partner of DAG Ventures III-QP, L.P. ("DAG III-QP") and DAG Ventures III, L.P. ("DAG III") and serves as the sole Manager of DAG Ventures GP Fund III, LLC ("DAG GP III"). As such, DAG Management III possesses sole voting and investment control over the securities owned by DAG III-QP, DAG III and DAG GP III, and may be deemed to have indirect beneficial ownership of the securities held by DAG III-QP, DAG III and DAG GP III. DAG Management III, however, owns no securities of the Issuer directly. Messrs. Cadeddu and Goodrich are Managing Directors of DAG Management III and share voting and dispositive power over the shares held by DAG III-QP, DAG III and DAG GP III. Each Reporting Person disclaims beneficial ownership of the shares held by DAG III-QP, DAG III and DAG GP III except to the extent of his or its proportionate pecuniary interest therein.

Remarks:

[/s/ John J. Cadeddu,](#)
[Managing Director of DAG](#) 04/15/2014
[Ventures Management III,](#)
[LLC](#)

[/s/ John J. Cadeddu,](#)
[Managing Director of DAG](#) 04/15/2014
[Ventures Management III,](#)
[LLC, which serves as the sole](#)
[General Partner to DAG](#)
[Ventures III-QP, L.P.](#)

[/s/ John J. Cadeddu,](#)
[Managing Director of DAG](#) 04/15/2014
[Ventures Management III,](#)
[LLC, which serves as the sole](#)
[General Partner to DAG](#)
[Ventures III, L.P.](#)

[/s/ John J. Cadeddu,](#)
[Managing Director of DAG](#) 04/15/2014
[Ventures Management III,](#)
[LLC, which serves as the sole](#)
[Manager of DAG Ventures GP](#)
[Fund III, LLC](#)

[/s/ John J. Cadeddu](#) 04/15/2014
[/s/ R. Thomas Goodrich](#) 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.