

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>DAG Ventures Management III, LLC</u> (Last) (First) (Middle) 251 LYTTON AVENUE, SUITE 200 (Street) PALO ALTO CA 94301 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/09/2014	3. Issuer Name and Ticker or Trading Symbol <u>Adamas Pharmaceuticals Inc [ADMS]</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) Form filed by One Reporting Person <input checked="" 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	812,390	I	By DAG Ventures III - QP, L.P. ⁽²⁾
Common Stock	76,416	I	By DAG Ventures III, L.P. ⁽²⁾
Common Stock	800	I	By DAG Ventures GP Fund III, LLC ⁽²⁾

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 AA Preferred Stock	(1)	(1)	Common Stock	703,538	(1)	I	By DAG Ventures III - QP, L.P. ⁽²⁾
Series AA-1 Preferred Stock	(1)	(1)	Common Stock	228	(1)	I	By DAG Ventures III - QP, L.P. ⁽²⁾
Series AA Preferred Stock	(1)	(1)	Common Stock	66,162	(1)	I	By DAG Ventures III, L.P. ⁽²⁾
Series AA-1 Preferred Stock	(1)	(1)	Common Stock	21	(1)	I	By DAG Ventures III, L.P. ⁽²⁾
Series AA Preferred Stock	(1)	(1)	Common Stock	674	(1)	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. The Series AA Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically convert immediately prior to the closing of the Issuer's initial public offering, at a conversion ratio of 1 share of Common Stock for every 1 share of Series AA Preferred Stock, for no additional consideration. The Series AA-1 Preferred Stock has no expiration date and will automatically convert immediately prior to the closing of the Issuer's initial public offering, at a conversion ratio of 1 share of Common Stock for every 1000 shares of Series AA-1 Preferred Stock, for no additional consideration. Except upon the closing of the Issuer's initial public offering, the Series AA-1 Preferred Stock shall not be convertible into Common Stock.

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 Ventures Management III, LLC](#) 04/09/2014

[/s/ John J. Cadeddu, Managing Director of DAG Ventures Management III, LLC, which serves as the sole General Partner to DAG Ventures III-QP, L.P.](#) 04/09/2014

[/s/ John J. Cadeddu, Managing Director of DAG Ventures Management III, LLC, which serves as the sole General](#) 04/09/2014

Partner to DAG Ventures III,
L.P.

/s/ John J. Cadeddu, Managing
Director of DAG Ventures
Management III, LLC, which
serves as the sole Manager of
DAG Ventures GP Fund III,
LLC

04/09/2014

/s/ John J. Cadeddu

04/09/2014

/s/ R. Thomas Goodrich

04/09/2014

** 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 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.