

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>MAHONEY DAVID L</u> (Last) (First) (Middle) <u>C/O ADAMAS PHARMACEUTICALS,</u> <u>INC.</u> <u>2200 POWELL ST, STE 220</u> (Street) <u>EMERYVILLE CA</u> <u>94608</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/09/2014</u>	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) <input checked="" type="checkbox"/> Director 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
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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	10,674	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			
Stock Option (Right to Buy)	(1)	09/30/2019	Common Stock	33,332	1.755	D	
Stock Option (Right to Buy)	(2)	11/16/2021	Common Stock	48,000	0.665	D	
Stock Option (Right to Buy)	(3)	02/02/2024	Common Stock	30,000	8.995	D	
Series AA Convertible Preferred Stock	(4)	(4)	Common Stock	13,144	(4)	D	
Series AA-1 Convertible Preferred Stock	(5)	(5)	Common Stock	3	(5)	D	
Series AA Convertible Preferred Stock	(4)	(4)	Common Stock	2,628	(4)	I	David L. Mahoney + Winnifred C. Ellis 1998 Family Trust

Explanation of Responses:

- The Option shares shall vest as follows: 1/4th of the shares subject to such option shall vest each year after June 1, 2009, 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.
- The Option shares shall vest as follows: one-fifth (1/5th) of the shares vest one year after June 30, 2011; the balance of the shares vest in a series of forty-eight (48) successive equal monthly installments measured from the first anniversary of June 30, 2011, 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.
- 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.
- 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.

Remarks:

/s/Danielle Naftulin, Attorney- 04/09/2014
in-Fact

** 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 constitutes and appoints each of Anthony M. Rimac, John Tran and Danielle Naftulin, signing individually, the undersigned's true and lawful attorneys-in fact and agents to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director or beneficial owner of more than 10% of a registered class of securities of Adamas Pharmaceuticals, Inc. (the "Company"), Forms 3, 4 and 5 (including any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder and a Form ID, Uniform Application for Access Codes to File on EDGAR;

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to execute such Forms 3, 4 or 5 or Form ID (including any amendments thereto) and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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 that such attorney-in-fact, or such attorney-in-fact's 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 capacity 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 Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) 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, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company or Cooley LLP.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of March 20, 2014.

/s/ David Mahoney

Signature

David Mahoney

Print Name