

FORM 4

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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 * Pfanstiel Steven (Last) (First) (Middle) 5 RADNOR CORPORATE CENTER, SUITE 500, 100 MATSONFORD RD (Street) RADNOR, PA 19087 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol MARINUS PHARMACEUTICALS, INC. [MRNS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CFO AND COO
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/7/2025</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/7/2025		D ⁽¹⁾		17,303	D	\$0.55 ⁽¹⁾	62,470	D	
Common Stock	2/11/2025		D ⁽¹⁾		62,470 ⁽²⁾	D	\$0.55 ⁽¹⁾	0	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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					
Stock Option (Right to Buy)	\$1.4	2/11/2025		D			57,300				6/18/2034	Common Stock	57,300	\$0	0	D
Stock Option (Right to Buy)	\$9.74	2/11/2025		D			114,600				1/18/2034	Common Stock	114,600	\$0	0	D
Stock Option (Right to Buy)	\$5.94	2/11/2025		D			126,585				1/26/2033	Common Stock	126,585	\$0	0	D
Stock Option (Right to Buy)	\$10.4	2/11/2025		D			74,475				2/4/2032	Common Stock	74,475	\$0	0	D
Stock Option (Right to Buy)	\$13.99	2/11/2025		D			220,000				4/12/2031	Common Stock	220,000	\$0	0	D

Explanation of Responses:

- (1) On December 29, 2024, the Issuer entered into an Agreement and Plan of Merger (the "Merger Agreement") with Immedica Pharma AB, a corporation organized and existing under the laws of Sweden ("Parent"), and Matador Subsidiary, Inc. a Delaware corporation and a wholly owned subsidiary of Parent ("Purchaser"). Pursuant to the terms of the Merger Agreement and the Offer (as defined in the Merger Agreement), each share of the Issuer's common stock (the "Common Stock") held by the Reporting Person was acquired, subject to adjustment, at a purchase price of \$0.55 per share (the "Offer Price") in cash.
- (2) Represents 62,470 shares underlying Restricted Stock Units (the "RSUs"). Pursuant to the terms of the Merger Agreement, at the effective time of the merger (the "Effective Time"), each outstanding RSU was terminated in exchange for a lump sum cash payment equal to (i) the Offer Price multiplied by (ii) the number of shares of Common Stock underlying the RSU.
- (3) Pursuant to the terms of the Merger Agreement, at the Effective Time, each outstanding out-of-the-money stock option (i.e., a stock option that has an

exercise price per share that is greater than the Offer Price) was terminated and the Reporting Person was not entitled to any payment in respect thereof.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pfanstiel Steven 5 RADNOR CORPORATE CENTER, SUITE 500 100 MATSONFORD RD RADNOR, PA 19087			CFO AND COO	

Signatures

/s/ Debra A. Mohollen, Attorney-in-Fact

2/11/2025

**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.

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