

MARINUS PHARMACEUTICALS INC  
Form SC 13G/A  
January 23, 2019

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G/A

Under the  
Securities  
Exchange Act of  
1934  
(Amendment No.  
2)\*

Marinus  
Pharmaceuticals,  
Inc.  
(Name of Issuer)

Common Stock,  
\$0.001 par value  
(Title of Class of  
Securities)

56854Q101  
(CUSIP Number)

December 31,  
2018  
(Date of Event  
Which Requires  
Filing of This  
Statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this  
Schedule is filed:

Rule 13d-1(b)

ý Rule 13d-1(c)

¨ Rule 13d-1(d)

(Page 1 of 11  
Pages)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Granite Point Capital Master Fund, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) "
<b>3</b>	OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Cayman Islands SOLE VOTING POWER
<b>5</b>	0 SHARED VOTING POWER
<b>6</b>	2,307,602 (including 915,500 shares underlying options)
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	SOLE DISPOSITIVE POWER
<b>7</b>	0 SHARED DISPOSITIVE POWER
<b>8</b>	2,307,602 (including 915,500 shares underlying options)
<b>9</b>	

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

2,307,602 (including  
915,500 shares  
underlying options)

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..

**10**

ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

**11**

REPRESENTED BY  
AMOUNT IN ROW  
(9)

4.4%  
TYPE OF  
REPORTING  
PERSON

**12**

PN

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<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Granite Point Capital Panacea Global Healthcare Fund CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
<b>5</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
<b>6</b>	SOLE VOTING POWER
<b>7</b>	0
<b>8</b>	SHARED DISPOSITIVE POWER
<b>9</b>	1,110,063 (including 375,700 shares underlying options)
<b>10</b>	SOLE DISPOSITIVE POWER
<b>11</b>	1,110,063 (including 375,700 shares

9 underlying  
options)  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

10 1,110,063 (including  
375,700 shares  
underlying options)  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
11 AMOUNT IN ROW  
(9)

12 2.1%  
TYPE OF  
REPORTING  
PERSON

PN

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<b>1</b>	NAME OF REPORTING PERSON  Granite Point Capital Scorpion Focused Ideas Fund CHECK THE APPROPRIATE BOX IF A MEMBER (b) "
<b>2</b>	OF A
<b>3</b>	GROUP
<b>4</b>	SEC USE ONLY
	CITIZENSHIP OR
	PLACE OF
	ORGANIZATION
	Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	SOLE VOTING POWER  0 SHARED VOTING POWER
<b>6</b>	841,702 (including 308,800 shares underlying options) SOLE DISPOSITIVE POWER
<b>7</b>	
<b>8</b>	0 SHARED DISPOSITIVE POWER
	841,702 (including 308,800 shares

9 underlying  
options)  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

10 841,702 (including  
308,800 shares  
underlying options)  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
11 AMOUNT IN ROW  
(9)

12 1.6%  
TYPE OF  
REPORTING  
PERSON

PN



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<b>1</b>	NAME OF REPORTING PERSON
	Granite Point Capital L.L.C.
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
<b>4</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	SOLE VOTING POWER
<b>5</b>	0
	SHARED VOTING POWER
<b>6</b>	4,259,367 (including 1,600,000 shares underlying options)
	SOLE DISPOSITIVE POWER
<b>7</b>	0
	SHARED DISPOSITIVE POWER
<b>8</b>	4,259,367 (including 1,600,000

9 shares  
underlying  
options)  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

10 4,259,367 (including  
1,600,000 shares  
underlying options)  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW  
(9)

12 8.1%  
TYPE OF  
REPORTING  
PERSON  
CO

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<b>1</b>	NAME OF REPORTING PERSON
	Granite Point Capital Management, L.P.
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
<b>4</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	SOLE VOTING POWER
<b>5</b>	0
	SHARED VOTING POWER
<b>6</b>	4,259,367 (including 1,600,000 shares underlying options)
	SOLE DISPOSITIVE POWER
<b>7</b>	0
	SHARED DISPOSITIVE POWER
<b>8</b>	4,259,367 (including 1,600,000

9 shares  
underlying  
options)  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

10 4,259,367 (including  
1,600,000 shares  
underlying options)  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW  
(9)

12 8.1%  
TYPE OF  
REPORTING  
PERSON

PN, IA

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<b>1</b>	NAME OF REPORTING PERSON
	Warren B. Lammert, III
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
<b>4</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	SOLE VOTING POWER
<b>5</b>	0
	SHARED VOTING POWER
<b>6</b>	4,259,367 (including 1,600,000 shares underlying options)
	SOLE DISPOSITIVE POWER
<b>7</b>	0
	SHARED DISPOSITIVE POWER
<b>8</b>	4,259,367 (including 1,600,000

9 shares  
underlying  
options)  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

10 4,259,367 (including  
1,600,000 shares  
underlying options)  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW  
(9)

12 8.1%  
TYPE OF  
REPORTING  
PERSON  
IN

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**Item 1(a). NAME OF ISSUER**

The name of the issuer is Marinus Pharmaceuticals, Inc. (the "Company").

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

The Company's principal executive offices are located at 170 N. Radnor Chester Road, Suite 250, Radnor, PA 19087.

**Item 2(a). NAME OF PERSON FILING**

This statement is filed by:

Granite Point Capital Master Fund, L.P., a Cayman Islands exempted limited partnership ("Master Fund")  
(i) with respect to the shares of Common Stock (and shares of Common Stock underlying options) directly held by it;

Granite Point Capital Panacea Global Healthcare Fund, a limited partnership organized under the laws of  
(ii) the State of Delaware ("Panacea Fund") with respect to the shares of Common Stock (and shares of Common Stock underlying options) directly held by it;

Granite Point Capital Scorpion Focused Ideas Fund, a limited partnership organized under the laws of the  
(iii) State of Delaware ("Scorpion Fund", and together with Master Fund and Panacea Fund, the "Granite Funds") with respect to the shares of Common Stock (and shares of Common Stock underlying options) directly held by it;

Granite Point Capital L.L.C., a limited liability corporation organized under the laws of the State of  
(iv) Delaware ("GPC"), as general partner of each of the Granite Funds;

Granite Point Capital Management, L.P., a limited partnership organized under the laws of the State of  
(v) Delaware ("GPCM"), as investment manager to each of the Granite Funds; and

Warren B. Lammert, III ("Mr. Lammert"), as managing member of GPC and as managing member of GPC  
(vi) 1, LLC, the general partner of GPCM.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

The filing of this statement should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of the securities reported herein.

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

The address of the business office of each of the Reporting Persons is 109 State Street, 5th Floor, Boston, MA 02109.





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**Item 2(c). CITIZENSHIP**

Master Fund is a Cayman Islands exempted limited partnership. Panacea Fund and Scorpion Fund are limited partnerships organized under the laws of the State of Delaware. GPC is a limited liability corporation organized under the laws of the State of Delaware. GPCM is a limited partnership organized under the laws of the State of Delaware. Mr. Lammert is a citizen of the United States.

**Item 2(d). TITLE OF CLASS OF SECURITIES**

Common Stock, \$0.001 par value (the "Common Stock").

**Item 2(e). CUSIP NUMBER**

56854Q101

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);  
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) "

A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);  
(g) "

A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;  
(h) "

A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;  
(i) "

- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: Not applicable.



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**Item 4. OWNERSHIP**

The information required by Items 4(a) - (c) is set forth in Rows 5-11 of the cover page for each Reporting Person and is incorporated herein by reference.

The percentages set forth in this Schedule 13G are calculated based upon 52,525,013 shares of Common Stock outstanding, which assumes the closing of the public offering reported in the Issuer's Prospectus Supplement filed pursuant to Rule 424(b)(5) filed with the Securities and Exchange Commission on December 13, 2018.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

Not applicable.

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**

Not applicable.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP**

Not applicable.

**Item 10. CERTIFICATION**

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for

the purpose of or  
with the effect of  
changing or  
influencing the  
control of the issuer  
of the securities and  
were not acquired  
and are not held in  
connection with or as  
a participant in any  
transaction having  
that purpose or  
effect.

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SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: January 23, 2019

GRANITE POINT CAPITAL MASTER FUND, L.P.  
By: Granite Point Capital L.L.C., its general partner

/s/ David Bushley  
Name: David Bushley  
Title: Chief Operating Officer

GRANITE POINT CAPITAL PANACEA GLOBAL HEALTHCARE FUND  
By: Granite Point Capital L.L.C., its general partner

/s/ David Bushley  
Name: David Bushley  
Title: Chief Operating Officer

GRANITE POINT CAPITAL SCORPION FOCUSED IDEAS FUND  
By: Granite Point Capital L.L.C., its general partner

/s/ David Bushley  
Name: David Bushley  
Title: Chief Operating Officer

GRANITE POINT CAPITAL L.L.C.

/s/ David Bushley  
Name: David Bushley  
Title: Chief Operating Officer

GRANITE POINT CAPITAL MANAGEMENT, L.P.  
By: GPC 1, LLC, its general partner

/s/ Warren B. Lammert, III  
Name: Warren B. Lammert, III  
Title: Managing Member

WARREN B. LAMMERT, III

/s/ Warren B. Lammert, III  
Warren B. Lammert, III, individually