

UNITED THERAPEUTICS Corp  
 Form 3  
 May 07, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|                                           |         |          |                                                                                                    |                                             |                                                                        |
|-------------------------------------------|---------|----------|----------------------------------------------------------------------------------------------------|---------------------------------------------|------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person * |         |          | 2. Date of Event Requiring Statement                                                               | 3. Issuer Name and Ticker or Trading Symbol |                                                                        |
| UNITED THERAPEUTICS Corp                  |         |          | (Month/Day/Year)                                                                                   | SteadyMed Ltd. [STDY]                       |                                                                        |
| (Last)                                    | (First) | (Middle) | 04/29/2018                                                                                         |                                             |                                                                        |
| 1040 SPRING STREET                        |         |          | 4. Relationship of Reporting Person(s) to Issuer                                                   |                                             | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |          | (Check all applicable)                                                                             |                                             | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| SILVER                                    |         |          | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner                    |                                             | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| SPRING, MD 20910                          |         |          | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |                                             | <input type="checkbox"/> Form filed by More than One Reporting Person  |
| (City)                                    | (State) | (Zip)    |                                                                                                    |                                             |                                                                        |

**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) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Ordinary Shares                 | 0 (1) (2) (3)                                         | D (1) (2) (3)                                            | Â                                                     |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**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 of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------|-------------------------------------------------------|
|                                            |                                                          | Title                                                                       |                                                        |                                                      |                                                       |

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|             |            |           |             |
|-------------|------------|-----------|-------------|
| Date        | Expiration | Amount or | or Indirect |
| Exercisable | Date       | Number of | (I)         |
|             |            | Shares    | (Instr. 5)  |

## Reporting Owners

| Reporting Owner Name / Address                                            | Relationships |           |         |       |
|---------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                           | Director      | 10% Owner | Officer | Other |
| UNITED THERAPEUTICS Corp<br>1040 SPRING STREET<br>SILVER SPRING, MD 20910 | ^             | ^ X       | ^       | ^     |

## Signatures

/s/ Paul A. Mahon, EVP, General Counsel and Corporate Secretary, United Therapeutics Corporation

05/07/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) United Therapeutics Corporation ("United Therapeutics") is deemed to have beneficial ownership over the 11,517,741 shares of the Issuer held by OrbiMed Private Investments VI, L.P., OrbiMed Israel Partners II L.P., Brian Stark and Keith Bank (collectively, the "SteadyMed Shareholders", and such held shares, "SteadyMed Held Shares"), as a result of entering into those certain Voting Agreements, dated as of April 29, 2018, with each of the SteadyMed Shareholders, pursuant to which, in part, the SteadyMed Shareholders agreed to support the transactions contemplated by the Merger Agreement (as defined below) (the "Transactions"), including the Merger (as defined below), by voting all SteadyMed Held Shares in favor of the Transactions. The SteadyMed Shareholders also agreed not to enter into any voting agreement or voting trust or grant a proxy which is inconsistent with its obligations to vote in favor of the Transactions. (Continued in Footnote 2)

(2) On April 29, 2018, an Agreement and Plan of Merger (the "Merger Agreement") was entered into by and among United Therapeutics, the Issuer and Daniel 24043 Acquisition Corp., a wholly owned subsidiary of United Therapeutics ("Merger Sub"). Pursuant to the Merger Agreement, Merger Sub will merge with and into the Issuer (the "Merger"), with the Issuer surviving the Merger as a subsidiary of United Therapeutics.

(3) United Therapeutics does not have any pecuniary interest in any of the SteadyMed Held Shares and expressly disclaims beneficial ownership over the SteadyMed Held Share.

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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