

Egalet Corp
Form SC 13G
February 24, 2014

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

SCHEDULE 13G

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

Egalet Corporation

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

28226B104

(CUSIP Number)

February 11, 2014

(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)
- Rule 13d-1(c)
- Rule 13d-1(d)

*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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- | | | |
|--|--|--|
| 1. | Names of Reporting Persons
Sunstone Life Science Ventures Fund II K/S | |
| 2. | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input type="radio"/> | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Denmark | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With: | 5. | Sole Voting Power
1,859,615 shares of Common Stock of the Issuer |
| | 6. | Shared Voting Power
0 |
| | 7. | Sole Dispositive Power
1,859,615 shares of Common Stock of the Issuer |
| | 8. | Shared Dispositive Power
0 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
1,859,615 shares of Common Stock of the Issuer | |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9)
12.2% | |
| 12. | Type of Reporting Person
CO | |

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SCHEDULE 13G

- Item 1(a).** Name of Issuer:
Egalet Corporation
- Item 1(b).** Address of Issuer's Principal Executive Offices:
460 East Swedesford Road, Suite 1050

Wayne, Pennsylvania 19087
- Item 2 (a).** Name of Person Filing:
Sunstone Life Science Ventures Fund II K/S
- Item 2(b).** Address of Principal Business Office:
Lautrupsgade 7, 5th Floor

Copenhagen O, Denmark DK-2100
- Item 2(c).** Citizenship:
Denmark
- Item 2(d).** Title of Class of Securities:
Common Stock, par value \$0.001
- Item 2(e)** CUSIP Number:
28226B104
- Item 3.** **If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
Not Applicable.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
1,859,615 shares of Common Stock of the Issuer
- (b) Percent of class: 12.2%.
Such percentage is based upon 15,257,503 outstanding shares of Common Stock of the Issuer as of February 11, 2014.
- (c) Number of shares as to which such person has:
- (i) Sole power to vote or to direct the vote:

1,859,615
- (ii) Shared power to vote or to direct the vote:

0
- (iii) Sole power to dispose or to direct the disposition of:

1,859,615
- (iv) Shared power to dispose or to direct the disposition of:

0

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

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. Certifications.

By signing below I certify that, to the best of my 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.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 24, 2014

SUNSTONE LIFE SCIENCE VENTURES FUND II K/S,
acting through its general partner Sunstone LSV General
Partner II ApS

By: /s/ Søren Lemonius
Name: Søren Lemonius
Title: Partner

By: /s/ Merete Lundbye Møller
Name: Merete Lundbye Møller
Title: Partner