Instruction 1(b)

FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

02/05/2020

**OMB APPROVAL** OMB Number: Estimated average burden hours per response: 0.5

			01 3	ection 30(n) or the niv	/esumen	t Com	ipany Act of 18	740					
1. Name and Address of Reporting Person* <u>Kuhlmann Shirley R.</u>				2. Issuer Name and Ticker or Trading Symbol COLLEGIUM PHARMACEUTICAL, INC [ COLL ]					(Chec	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  Officer (give title Other (specify			
(Last) C/O COLLEGIU 100 TECHNOLO				3. Date of Earliest Transaction (Month/Day/Year) 02/05/2020					X	EVP and General Counsel			
				4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable			
(Street) STOUGHTON	MA	02072							Line)	Form filed by One Form filed by Mon Person			
(City)	(State)	(Zip)								. 0.00			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
Date			2. Transaction Date (Month/Day/Yea	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Disposed Of (5)	(D) (Instr.		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)			

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative 6. Date Exercisable and 3. Transaction 3A. Deemed 5. Number 7. Title and Amount 8. Price of 9. Number of 10. 11. Nature Execution Date, of Securities Underlying Derivative of Indirect Ownership (Month/Day/Year) Derivative (Month/Day/Year) Security if any or Exercise Code (Instr. Security Securities Form: Beneficial (Instr. 3) (Month/Day/Year) 8) Securities Acquired Derivative Security (Instr. 3 and 4) (Instr. 5) Beneficially Owned Direct (D) or Indirect Ownership (Instr. 4) (A) or Disposed of (D) (Instr. Security Following (I) (Instr. 4) Reported Transaction(s) (Instr. 4) Amount or Number Date Expiration Code (A) (D) Exercisable Title Shares Stock Option Commo \$21.34 02/05/2020 27,500 (2) 02/05/2030 27,500 \$0 27,500 D (Right to Stock Purchase)

24,750

\$<mark>0</mark>

68,144

D

## **Explanation of Responses:**

Common Stock(1)

- 1. Reflects the grant of restricted stock units. Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock. Twenty-five percent (25%) of the restricted stock units vest on February 10, 2021, and the balance of the restricted stock units vest in equal annual installments over the following three-year period, subject to the reporting person's continued service with the issuer. The restricted stock units will be settled on each applicable vesting date in shares of the issuer's common stock.
- 2. Twenty-five percent (25%) of the option vests and becomes exercisable on February 10, 2021, and the balance vests in equal quarterly installments (rounded up to the nearest whole share of common stock) over the following three-year period, subject to the reporting person's continued service with the issuer.

## Remarks:

/s/ Shirley R. Kuhlmann

02/07/2020

\*\* 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.

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.