# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# **SCHEDULE 13G**

**Under the Securities Exchange Act of 1934** 

# Ascendis Pharma A/S

(Name of Issuer)

American Depositary Shares representing Ordinary Shares of Ascendis Pharma A/S (Title of Class of Securities)

04351P101 (CUSIP Number)

August 21, 2015 (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 disclosures provided in a prior cover page.

\*\* This Schedule is being filed pursuant to Rule 13d-1(b) with respect to Visium Asset Management, LP, JG Asset, LLC and Jacob Gottlieb, and pursuant to Rule 13d1-(c) with respect to Visium Balanced Master Fund, Ltd.

The information required on 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).

CUSIP No. 04351P101					Page 2 of 13 Pages			
_	27.12.67	~ ~ ~ ~ ~ ~						
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)							
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	Visium Balanced Master Fund, Ltd.							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*							
	(a)							
3	SEC USE ONLY							
4	CITIZENSHIP OR PLACE OF ORGANIZATION							
	Cayman Islands							
		5	SOLE VOTING I	POWER				
NUMBER OF			None					
SHARI	ES	6	SHARED VOTIN	NG POWER				
BENEFICIALLY OWNED BY			1,250,000 (Se	e Item 4)				
EACH		7	SOLE DISPOSITIVE POWER					
REPORTING								
PERSON WITH			None					
		8	SHARED DISPOSITIVE POWER					
			1,250,000 (Se	e Item 4)				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
			ee Item 4)					
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □							
	Not A	pplicab	le					
11		* *		TED BY AMOUNT IN ROW (9)				
12	5.2%	OF DEPO	DEDIC DEDICATE					
12	TYPE OF REPORTING PERSON*							

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1	NAMES OF REPORTING PERSONS							
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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) □ (b) □							
3	SEC U	SE ONLY	7					
4	CITIZENSHIP OR PLACE OF ORGANIZATION							
	United	d States	1					
		5	SOLE VOTING I	POWER				
			3.7					
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OWNED BY		7	1,250,000 (See Item 4) SOLE DISPOSITIVE POWER					
EACH REPORTING		/	SOLE DISPOSIT	IVE POWER				
PERSON			None					
WITH		8	SHARED DISPOSITIVE POWER					
		Ů	STRIKED DISTO	SITIVETOWER				
	1.250.			e Item 4)				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
	1,250,	,000 (Se	ee Item 4)					
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □							
	Not Applicable							
11	PERCE	ENT OF C	CLASS REPRESEN	NTED BY AMOUNT IN ROW (9)				
	5.20/							
12	5.2%	OF DEDO	DTING DED GOVE					
12	TYPE OF REPORTING PERSON*							

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(	CUSIP No	. 04351P	2101			Page 4 of 13 Pages			
		~ ~ ~ ~ ~ ~		70					
1	NAMES OF REPORTING PERSONS								
	1.K.S. II	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)							
	IG As	JG Asset, LLC							
2				X IF A MEMBER OF A GROUP*					
	(a) $\Box$ (b) $\Box$								
3	SEC USE ONLY								
4	CITIZENSHIP OR PLACE OF ORGANIZATION								
	United States								
	Office	5	SOLE VOTING I	POWER					
			SOLL VOILVOI	OWER.					
			None						
NUMBEI SHARI		6	SHARED VOTING POWER						
BENEFICI									
OWNED BY			1,250,000 (See Item 4)						
EACH		7	SOLE DISPOSITIVE POWER						
REPORTING PERSON									
WITH			None						
		8	SHARED DISPO	SITIVE POWER					
			1 250 000 (\$a	a Itam 1)					
9	1,250,000 (See Item 4)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON								
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	1,250,000 (See Item 4)								
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □								
	Not Applicable								
11	PERCE	ENT OF C	CLASS REPRESEN	TTED BY AMOUNT IN ROW (9)					
	5 20/								
12	5.2%	DE DEPO	DTING DED CON'*						
1 4	TYPE OF REPORTING PERSON*								

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	CUSIP No	0. 04351	P101		Page 5 of 13 Pages			
1	NAMES OF REPORTING PERSONS							
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)							
		Gottlieb						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*							
	(a) 🗆	(b) 🗆						
3	SEC USE ONLY							
4	CITIZE	NSHIP O	R PLACE OF ORG	ANIZATION				
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	United	l States						
		5	SOLE VOTING P	OWER				
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BENEFICI								
OWNED			1,250,000 (See Item 4)					
EAC		7	SOLE DISPOSITI	VE POWER				
REPORTING								
PERSON WITH			None					
WIIH		8	SHARED DISPOS	SITIVE POWER				
			1,250,000 (See	e Item 4)				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
	1,250,000 (See Item 4)							
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □							
	Not Applicable							
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
	5.2%							
12	TYPE C	F REPO	RTING PERSON*					
	HC, IN							

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#### Item 1 (a) Name of Issuer:

Ascendis Pharma A/S

(b) <u>Address of Issuer's Principal Executive Offices</u>:

Tuborg Boulevard 12 Hellerup G7 DK-2900

## Item 2 (a)-(c) This statement is filed on behalf of the following:

- (1) Visium Balanced Master Fund, Ltd., a Cayman Islands corporation ("VBMF"), with its principal business office c/o Visium Asset Management, LP, 888 Seventh Avenue, New York, NY 10019.
- (2) Visium Asset Management, LP, a Delaware limited partnership ("VAM"), with its principal business office c/o Visium Asset Management, LP, 888 Seventh Avenue, New York, NY 10019.
- (3) JG Asset, LLC, a Delaware limited liability company ("JG Asset"), with its principal business office c/o Visium Asset Management, LP, 888 Seventh Avenue, New York, NY 10019. JG Asset is the General Partner of VAM.
- (4) Jacob Gottlieb ("Gottlieb"), a natural person, with his principal business office c/o Visium Asset Management, LP, 888 Seventh Avenue, New York, NY 10019. Gottlieb is the Managing Member of JG Asset.
- (d) <u>Title of Class of Securities</u>:

American Depositary Shares representing Ordinary Shares of Ascendis Pharma A/S

(e) <u>CUSIP Number</u>:

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Item 3	If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:						
	Broker or dealer registered under section 15 of the Act (15 U.S.C. 780).						
	Bank as def	Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).					
	Insurance co	Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).					
	Investment	Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).					
X	An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);*						
	An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);						
X	A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);*						
	A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);						
	A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);						
	Group, in ac	Group, in accordance with §240.13d-1(b)(1)(ii)(J).					
*	VAM is an 'above.	'investment adviser" as described above and JG Asset and Gottlieb are each a "parent holding company or control person" as described					
Item 4	Ownership:						
<u>VBMF</u>							
	(a)	Amount Beneficially Owned:					
		1,250,000					
	(b)	Percent of Class:					
		5.2%					
	(c)	Number of Shares as to which person has:					
		(i) sole power to vote or to direct vote:					
		None					

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(ii) shared power to vote or to direct vote:

1,250,000 shares

(iii) sole power to dispose or direct disposition of:

None

(iv) shared power to dispose or to direct disposition of:

1,250,000 shares

#### <u>VAM</u>

# (a) <u>Amount Beneficially Owned:</u>

By virtue of its position as investment manager to pooled investment vehicles, VAM may be deemed to beneficially own the 1,250,000 shares of the Company's Ordinary Shares beneficially owned by the pooled investment vehicles.

(b) <u>Percent of Class</u>:

5.2%

- (c) <u>Number of Shares as to which person has:</u>
  - (i) sole power to vote or to direct vote:

None

(ii) shared power to vote or to direct vote:

1,250,000 shares

(iv) sole power to dispose or direct disposition of:

None

(iv) shared power to dispose or to direct disposition of:

1,250,000 shares

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#### JG Asset

# (a) <u>Amount Beneficially Owned</u>:

By virtue of its position as General Partner to VAM, JG Asset may be deemed to beneficially own the 1,250,000 shares of the Company's Ordinary Shares beneficially owned by VAM.

(b) <u>Percent of Class</u>:

5.2%

- (c) <u>Number of Shares as to which person has:</u>
  - (i) sole power to vote or to direct vote:

None

(ii) shared power to vote or to direct vote:

1,250,000 shares

(iii) sole power to dispose or direct disposition of:

None

(iv) shared power to dispose or to direct disposition of:

1,250,000 shares

# Gottlieb

#### (a) Amount Beneficially Owned:

By virtue of his position as the Managing Member of JG Asset, Gottlieb may be deemed to beneficially own the 1,250,000 shares of the Company's Ordinary Shares beneficially owned by JG Asset.

(b) <u>Percent of Class</u>:

5.2%

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#### (c) <u>Number of Shares as to which person has:</u>

(i) sole power to vote or to direct vote:

None

(ii) shared power to vote or to direct vote:

1,250,000 shares

(iii) sole power to dispose or direct disposition of:

None

(iv) shared power to dispose or to direct disposition of:

1,250,000 shares

VAM, JG Asset and Gottlieb disclaim beneficial ownership as to the Securities, except to the extent of his or its pecuniary interests therein. Neither the filing of this Schedule nor any of its contents shall be deemed to constitute an admission that any of the other individual officers and members of VBMF, VAM or JG Asset is, for any purpose, the beneficial owner of any of the Securities.

# 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:

The securities reported in this Schedule 13G, which are beneficially owned by VAM, JG Asset and Gottlieb, are owned by VBMF, an advisory client of VAM.

# Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Not Applicable

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Item 8 <u>Identification and Classification of Members of the Group:</u>

Not Applicable

Item 9 <u>Notice of Dissolution of Group</u>:

Not Applicable

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# Item 10 <u>Certification</u>:

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: August 31, 2015

## VISIUM BALANCED MASTER FUND, LTD.

By: /s/ Mark Gottlieb
Mark Gottlieb
Authorized Signatory

# VISIUM ASSET MANAGEMENT, LP

By: JG Asset, LLC, its General Partner

By: /s/ Mark Gottlieb
Mark Gottlieb
Authorized Signatory

# JG ASSET, LLC

By: /s/ Mark Gottlieb

Mark Gottlieb
Authorized Signatory

#### JACOB GOTTLIEB

By: /s/ Mark Gottlieb

Mark Gottlieb
Authorized Signatory

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Exhibit A

## AGREEMENT

The undersigned agree that this Schedule 13G dated August 31, 2015 relating to the American Depositary Shares representing Ordinary Shares of Ascendis Pharma A/S shall be filed on behalf of the undersigned.

# VISIUM BALANCED MASTER FUND, LTD.

By: /s/ Mark Gottlieb

Mark Gottlieb
Authorized Signatory

# **VISIUM ASSET MANAGEMENT, LP** By: JG Asset, LLC, its General Partner

By: /s/ Mark Gottlieb
Mark Gottlieb
Authorized Signatory

# JG ASSET, LLC

By: /s/ Mark Gottlieb

Mark Gottlieb
Authorized Signatory

#### JACOB GOTTLIEB

By: /s/ Mark Gottlieb
Mark Gottlieb
Authorized Signatory

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