

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Sucampo Pharmaceuticals, Inc.
(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

864909106
(CUSIP Number)

December 31, 2012
(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 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).

Continued on following pages
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CUSIP No. 864909106	
(1) Names of reporting persons	Nantahala Capital Management, LLC
(2) Check the appropriate box if a member of a group	(a)
(see instructions)	(b)
(3) SEC use only	
(4) Citizenship or place of organization	MA
Number of shares beneficially owned by each reporting person with:	
(5) Sole voting power	1,268,915
(6) Shared voting power	0
(7) Sole dispositive power	1,268,915
(8) Shared dispositive power	0
(9) Aggregate amount beneficially owned by each reporting person	1,268,915
(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)	
(11) Percent of class represented by amount in Row (9)	3.025%
(12) Type of reporting person (see instructions)	IA

Item 1(a).**Name of Issuer:**

Sucampo Pharmaceuticals, Inc. (the "Issuer").

Item 1(b).**Address of the Issuer's Principal Executive Offices:**

4520 East-West Highway, 3rd Floor
Bethesda, MD 20814

Item 2(a).**Name of Person Filing**

Nantahala Capital Management, LLC (the "Reporting Person")

Item 2(b).**Address of Principal Business Office or, if None, Residence:**

100 First Stamford Place, 2nd Floor, Stamford, CT 06902.

Item 2(c).**Citizenship:**

The Reporting Person is a Massachusetts limited liability company.

Item 2(d).**Title of Class of Securities:**

Class A Common Stock (the "Shares").

Item 2(e).**CUSIP Number:**

864909106

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:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) 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);Page 5 of 6 pages
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J)

Item 4. Ownership:**Item 4(a). Amount Beneficially Owned:**

As of the date hereof, the Reporting Person may be deemed to be the beneficial owner of 1,268,915 Shares.

Item 4(b). Percent of Class:

As of the date hereof, the Reporting Person may be deemed to be the beneficial owner of 3.025% of the total number of Shares outstanding (based upon information provided by the Issuer on Form S-3 Amendment filed January 11, 2013, there were 41,945,364 Shares outstanding as of November 30, 2012).

Item 4(c). Number of shares as to which such person has:Nantahala Capital Management, LLC

(i)	Sole power to vote or direct the vote	1,268,915
(ii)	Shared power to vote or to direct the vote	0
(iii)	Sole power to dispose or to direct the disposition of	1,268,915
(iv)	Shared power to dispose or to direct the disposition of	0

