

Amphastar Pharmaceuticals, Inc.

Form 4

September 22, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Zhang Jack Y.

(Last) (First) (Middle)

C/O AMPHASTAR
PHARMACEUTICALS,
INC., 11570 6TH STREET

(Street)

RANCHO
CUCAMONGA, CA 91730

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Amphastar Pharmaceuticals, Inc.
[AMPH]

3. Date of Earliest Transaction
(Month/Day/Year)
09/20/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO & Chief Science Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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
Common Stock	09/20/2016		M		207,350	A	\$ 16.753
Common Stock	09/20/2016		S ⁽¹⁾		76,152	D	\$ 20.727 ⁽²⁾
Common Stock	09/20/2016		S ⁽¹⁾		131,198	D	\$ 21.3291 ⁽³⁾
Common Stock	09/21/2016		M		55,081	A	\$ 16.753

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Common Stock	09/21/2016	S ⁽¹⁾	54,581	D	\$ 20.696 (4)	1,088,835	D	
Common Stock	09/21/2016	S ⁽¹⁾	500	D	\$ 21.452 (5)	1,088,335	D	
Common Stock	09/20/2016	M	181,768	A	\$ 16.753	934,089	I	See footnote (6)
Common Stock	09/20/2016	S ⁽¹⁾	86,555	D	\$ 20.7387 (2)	847,534	I	See footnote (6)
Common Stock	09/20/2016	S ⁽¹⁾	95,213	D	\$ 21.3279 (3)	752,321	I	See footnote (6)
Common Stock						7,461,594	I	See footnote (7)
Common Stock						5,000	I	See footnote (8)
Common Stock						200,000	I	See footnote (9)

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (right to buy)	\$ 16.753	09/20/2016		M	207,350	(10) 10/03/2016	Common Stock 207,350

Employee

Stock

Option	\$ 16.753	09/21/2016	M	55,081	<u>(10)</u>	10/03/2016	Common Stock	55,081
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(right to buy)

Employee

Stock

Option	\$ 16.753	09/20/2016	M	181,768	<u>(10)</u>	10/03/2016	Common Stock	181,768
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(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zhang Jack Y. C/O AMPHASTAR PHARMACEUTICALS, INC. 11570 6TH STREET RANCHO CUCAMONGA, CA 91730	X	X	CEO & Chief Science Officer	
Luo Mary Z. C/O AMPHASTAR PHARMACEUTICALS, INC. 11570 6TH STREET RANCHO CUCAMONGA, CA 91730	X	X	COO Chief Scientist & Chairman	

Signatures

/s/ Ken Stupak, by power of attorney for Jack Y.
Zhang

09/22/2016

__Signature of Reporting Person

Date

/s/ Ken Stupak, by power of attorney for Mary Z.
Luo

09/22/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 15, 2016.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.08 to \$21.07 inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3), (4) and (5) to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.08 to \$21.53, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.21 to \$21.17, inclusive.
- (5)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.26 to \$21.50, inclusive.

- (6) The securities are held of record by Mary Z. Luo. The reporting persons are husband and wife.
- (7) The shares are held of record by APCL, of which the reporting persons are the sole owners.
The shares are held of record in an account for the benefit of the reporting persons' son. The reporting persons disclaim beneficial ownership of these shares, and the inclusion of these shares in this report should not be deemed an admission of beneficial ownership of any such shares for purposes of Section 16, or for any other purpose.
- (8) The shares are held of record by a trust for the benefit of the reporting persons' son. The reporting persons disclaim beneficial ownership of these shares, and the inclusion of these shares in this report should not be deemed an admission of beneficial ownership of any such shares for purposes of Section 16, or for any other purpose.
- (9) Shares subject to the option are fully vested and immediately exercisable.
- (10)

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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