

Recro Pharma, Inc.
Form 4/A
July 28, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HENWOOD GERALDINE

2. Issuer Name and Ticker or Trading Symbol
Recro Pharma, Inc. [REPH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
490 LAPP ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/17/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

MALVERN, PA 19355

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
12/19/2014

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
				Code	V				
Employee Stock Option (right to buy)	\$ 2.47	12/17/2014	A	123,500 <u>(1)</u>		<u>(2)</u>	12/17/2024	Common Stock	123,500
Employee Stock Option (right to buy)	\$ 2.47	07/25/2015 ⁽³⁾	A	123,500 <u>(1)</u>		<u>(4)</u>	12/17/2024	Common Stock	123,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENWOOD GERALDINE 490 LAPP ROAD MALVERN, PA 19355	X		President and CEO	

Signatures

/s/ Donna Nichols,
Attorney-in-fact

07/28/2015

 **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).

The option was granted on December 17, 2014, subject to shareholder approval at the Company's 2015 Annual Meeting of Shareholders

(1) of an amendment to increase the number of shares of common stock available for issuance under the Company's 2013 Equity Incentive Plan. Such shareholder approval was received on June 24, 2015.

(2) Upon receipt of shareholder approval, 15,437 shares subject to such options vested immediately, and the remainder will vest monthly thereafter in equal proportions until December 17, 2018.

(3) Amended to reflect correct transaction date.

(4) The option was granted on December 17, 2014 and vests 30% upon satisfaction of certain performance conditions, and then monthly thereafter in equal proportions over a three-year period beginning on the date the performance conditions are satisfied. On July 25, 2015 the Compensation Committee of the Board of Directors of the Issuer determined that the performance criteria were met, resulting in vesting of 30% of the option and the beginning of the three-year monthly vesting period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.