

Amphastar Pharmaceuticals, Inc.
Form SC 13G/A
February 13, 2017

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

SCHEDULE 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)*

AMPHASTAR PHARMACEUTICALS, INC.

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

03209R 10 3

(CUSIP Number)

December 31, 2016

(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.

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).

1 NAME OF REPORTING PERSON:

Jack Yongfeng Zhang

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a) (b)

3 SEC USE ONLY:

4 CITIZENSHIP OR PLACE OF ORGANIZATION:

People's Republic of China

5 SOLE VOTING POWER

NUMBER OF

SHARES 3,205,357
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 9,689,564
EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON 3,205,357
8 SHARED DISPOSITIVE POWER

WITH

9,689,564

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

12,894,921⁽¹⁾

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

25.9%⁽²⁾

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

- (1) Includes (i) 767,595 shares of common stock held of record by Jack Yongfeng Zhang; (ii) 2,437,762 shares of common stock that are issuable upon exercise of outstanding options within 60 days of December 31, 2016 by Dr. Zhang; (iii) 614,221 shares of common stock held of record by Mary Luo, Dr. Zhang's spouse; (iv) 1,408,749 shares of common stock that are issuable upon exercise of outstanding options within 60 days of December 31, 2016 by Ms. Luo; (v) 7,461,594 shares of common stock held of record by Applied Physics & Chemistry Laboratories, Inc., or APCL, of which Dr. Zhang and Ms. Luo are the sole owners; (vi) 5,000 shares of common stock held in an account for the benefit of Dr. Zhang's minor son; and (vii) 200,000 shares of common stock held in trust for the benefit of Dr. Zhang's minor son.
- (2) Based on 46,023,798 shares of the Issuer's common stock outstanding as of November 2, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2016, filed with the Securities and Exchange Commission on November 9, 2016.

1 NAME OF REPORTING PERSON:

Mary Ziping Luo

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a) (b)

3 SEC USE ONLY:

4 CITIZENSHIP OR PLACE OF ORGANIZATION:

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 2,022,970
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 10,871,951
EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON 2,022,970
8 SHARED DISPOSITIVE POWER

WITH

9 10,871,951
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

12,894,921⁽¹⁾

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

25.9%⁽²⁾

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

- (1) Includes (i) 614,221 shares of common stock held of record by Mary Luo; (ii) 1,408,749 shares of common stock that are issuable upon exercise of outstanding options within 60 days of December 31, 2016 by Ms. Luo; (iii) 767,595 shares of common stock held of record by Jack Yongfeng Zhang, Ms. Luo's spouse; (iv) 2,437,762 shares of common stock that are issuable upon exercise of outstanding options within 60 days of December 31, 2016 by Dr. Zhang; (v) 7,461,594 shares of common stock held of record by Applied Physics & Chemistry Laboratories, Inc., or APCL, of which Dr. Zhang and Ms. Luo are the sole owners; (vi) 5,000 shares of common stock held in an account for the benefit of Dr. Zhang's minor son; and (vii) 200,000 shares of common stock held in trust for the benefit of Dr. Zhang's minor son.
- (2) Based on 46,023,798 shares of the Issuer's common stock outstanding as of November 2, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2016, filed with the Securities and Exchange Commission on November 9, 2016.

1 NAME OF REPORTING PERSON:

Applied Physics & Chemistry Laboratories, Inc.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

33-4234397
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a) (b)

3 SEC USE ONLY:

4 CITIZENSHIP OR PLACE OF ORGANIZATION:

California
5 SOLE VOTING POWER

NUMBER OF
SHARES 7,461,594
6 SHARED VOTING POWER
BENEFICIALLY
OWNED BY 0
EACH **7** SOLE DISPOSITIVE POWER
REPORTING
PERSON 7,461,594
8 SHARED DISPOSITIVE POWER
WITH

0
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

7,461,594⁽¹⁾

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

16.2%⁽²⁾

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

CO

- (1) Jack Yongfeng Zhang and Mary Ziping Luo, the sole owners of Applied Physics & Chemistry Laboratories, Inc., or APCL, have shared voting and dispositive power over such shares.
- (2) Based on 46,023,798 shares of the Issuer's common stock outstanding as of November 2, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2016, filed with the Securities and Exchange Commission on November 9, 2016.

Item 1

(a) Name of Issuer:

Amphastar Pharmaceuticals, Inc.

(b) Address of Issuer's Principal Executive Offices:

11570 6th Street

Rancho Cucamonga, California 91730

Item 2

(a) Names of Persons Filing:

Each of the following is a reporting person (Reporting Person):

Jack Yongfeng Zhang

Mary Ziping Luo

Applied Physics & Chemistry Laboratories, Inc., or APCL

(b) Address or principal business office or, if none, residence:

The address for the principal business office of Dr. Zhang and Ms. Luo is:

c/o Amphastar Pharmaceuticals, Inc.

11570 6th Street

Rancho Cucamonga, California 91730

The address for the principal business office of APCL is:

13760 Magnolia Avenue

Chino, California 91710

(c) Citizenship:

Reference is made to the response to item 4 on each of pages 2-4 of this Schedule 13G (this Schedule), which responses are incorporated herein by reference.

(d) Title and Class of Securities:

Common Stock, par value \$0.0001 per share.

(e) CUSIP No.:

03209R 10 3

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership

Reference is hereby made to the responses to items 5-9 and 11 of pages 2 - 4 of this Schedule, which responses are incorporated herein by reference.

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than 5 Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certifications

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.

SIGNATURES

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: February 10, 2017

/s/ Jack Yongfeng Zhang
Jack Yongfeng Zhang

/s/ Mary Ziping Luo
Mary Ziping Luo

**APPLIED PHYSICS & CHEMISTRY
LABORATORIES, INC.**

By: /s/ Jack Yongfeng Zhang
Name: Jack Yongfeng Zhang
Title: President