

Insys Therapeutics, Inc.  
Form 4  
March 18, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Babich Michael L

(Last) (First) (Middle)

444 SOUTH ELLIS STREET

(Street)

CHANDLER, AZ 85224

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Insys Therapeutics, Inc. [INSY]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/16/2015

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)  
President and CEO

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/16/2015		M		30,000 A \$ 3.25	202,752 <sup>(1)</sup>	D
Common Stock	03/16/2015		M		45,755 A \$ 2.36	248,507	D
Common Stock	03/16/2015		M		1,845 A \$ 7.26	250,352	D
Common Stock	03/16/2015		S		8,224 D \$ 57.91	242,128	D
Common Stock	03/16/2015		S		23,500 D \$ 59.07	218,628	D

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Common Stock	03/16/2015	S	13,546	D	<sup>(3)</sup> \$ 59.71	205,082	D
Common Stock	03/16/2015	S	2,330	D	<sup>(4)</sup> \$ 60.62	202,752	D
Common Stock	03/17/2015	M	27,400	A	\$ 7.26	230,152	D
Common Stock	03/17/2015	S	12,500	D	<sup>(6)</sup> \$ 57.21	217,652	D
Common Stock	03/17/2015	S	13,300	D	<sup>(7)</sup> \$ 58.12	204,352	D
Common Stock	03/17/2015	S	1,600	D	<sup>(8)</sup> \$ 58.95	202,752	D

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

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(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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 3.25	03/16/2015		M	30,000	<sup>(9)</sup> 03/27/2021	Common Stock	30,000
Stock Option (right to buy)	\$ 2.36	03/16/2015		M	45,755	<sup>(10)</sup> 12/26/2022	Common Stock	45,755

Stock Option (right to buy)	\$ 7.26 <sup>(11)</sup>	03/16/2015	M	1,845	<sup>(12)</sup>	05/13/2023	Common Stock	1,845
Stock Option (right to buy)	\$ 7.26	03/16/2015	M	27,400	<sup>(12)</sup>	05/13/2023	Common Stock	27,400

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Babich Michael L 444 SOUTH ELLIS STREET CHANDLER, AZ 85224	X		President and CEO	

## Signatures

/s/ Michael  
Babich 03/18/2015

    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).
- (1) Includes 457 shares acquired by the Reporting Person on December 10, 2014 pursuant to the Issuer's ESPP.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.44 to \$58.41, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.46 to \$59.45, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.46 to \$60.41, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.46 to \$60.86, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.67 to \$57.66, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.70 to \$58.70, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.73 to \$59.20, inclusive.
- (9) The option vests in 48 equal monthly installments and will be fully vested and exercisable on March 28, 2015.
- (10) The option vests in 36 equal monthly installments and will be fully vested and exercisable on December 27, 2015.
- (11) The exercise price reflects a 3-for-2 stock split effected by the Issuer on March 28, 2014
- (12) The option vests in 48 equal monthly installments and will be fully vested and exercisable on May 14, 2017.

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- (13) On March 28, 2014, the Issuer effected a 3-for-2 stock split, resulting in the reporting person's ownership of 125,000 additional options

**Remarks:**

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person. The r

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