

Amphastar Pharmaceuticals, Inc.
 Form 4
 June 09, 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 *
 Zhang Jack Y.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/27/2015

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

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

(Street)

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

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

RANCHO
 CUCAMONGA, CA 91730

(City) (State) (Zip)

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 or (D) Price | | | |
| Common Stock | 03/27/2015 | | F | 20,877 (1) D \$ 15.43 | 911,636 | D | |
| Common Stock | 06/05/2015 | | M | 48,980 A \$ 12.97 | 960,616 | D | |
| Common Stock | 06/05/2015 | | S(2) | 44,149 D \$ 16.4642 (3) | 916,467 | D | |
| Common Stock | 06/08/2015 | | M | 30,066 A \$ 12.97 | 946,533 | D | |

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| | | | | | | | | |
|--------------|------------|--------------|--------------|---|-------------------|-----------|---|-------------------|
| Common Stock | 06/08/2015 | <u>S</u> (2) | 27,020 | D | \$ 16.614 (4) | 919,513 | D | |
| Common Stock | 06/09/2015 | M | 28,324 | A | \$ 12.97 | 947,837 | D | |
| Common Stock | 06/09/2015 | <u>S</u> (2) | 25,700 | D | \$ 16.2356 (5) | 922,137 | D | |
| Common Stock | 03/27/2015 | F | 8,641 (1) | D | \$ 15.43 | 661,666 | I | See footnote (6) |
| Common Stock | 06/05/2015 | M | 50,162 | A | \$ 12.97 | 711,828 | I | See footnote (6) |
| Common Stock | 06/05/2015 | <u>S</u> (2) | 43,989 | D | \$ 16.4657 (7) | 667,839 | I | See footnote (6) |
| Common Stock | 06/08/2015 | M | 30,152 | A | \$ 12.97 | 697,991 | I | See footnote (6) |
| Common Stock | 06/08/2015 | <u>S</u> (2) | 27,100 | D | \$ 16.6087 (8) | 670,891 | I | See footnote (6) |
| Common Stock | 06/09/2015 | M | 28,433 | A | \$ 12.97 | 699,324 | I | See footnote (6) |
| Common Stock | 06/09/2015 | <u>S</u> (2) | 25,800 | D | \$ 16.1229 (9) | 673,524 | I | See footnote (6) |
| Common Stock | | | | | | 7,631,594 | I | See footnote (10) |
| Common Stock | | | | | | 5,000 | I | See footnote (11) |
| Common Stock | | | | | | 200,000 | I | See footnote (12) |

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

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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 or Number of Shares |
| Employee Stock Option (right to buy) | \$ 12.97 | 06/05/2015 | | M | 48,980 | <u>(13)</u> 09/28/2015 | Common Stock 48,980 |
| Employee Stock Option (right to buy) | \$ 12.97 | 06/08/2015 | | M | 30,066 | <u>(13)</u> 09/28/2015 | Common Stock 30,066 |
| Employee Stock Option (right to buy) | \$ 12.97 | 06/09/2015 | | M | 28,324 | <u>(13)</u> 09/28/2015 | Common Stock 28,324 |
| Employee Stock Option (right to buy) | \$ 12.97 | 06/05/2015 | | M | 50,162 | <u>(13)</u> 09/28/2015 | Common Stock 50,162 |
| Employee Stock Option (right to buy) | \$ 12.97 | 06/08/2015 | | M | 30,152 | <u>(13)</u> 09/28/2015 | Common Stock 30,152 |
| Employee Stock Option (right to buy) | \$ 12.97 | 06/09/2015 | | M | 28,433 | <u>(13)</u> 09/28/2015 | Common Stock 28,433 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

| | 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 06/09/2015

****Signature of Reporting Person** **Date**

/s/ Ken Stupak, by power of attorney for Mary Z.
Luo 06/09/2015

****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) The reported securities were withheld to satisfy the Reporting Person's tax liability in connection with the vesting of deferred stock units (DSUs).

(2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the each of the reporting persons on December 16, 2014.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.28 to \$16.5015, 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 (3), (4), (5), (7), (8) and (9) to this Form 4.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.41 to \$16.85, inclusive.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.50 to \$16.595, inclusive.

(6) The securities are held of record by Mary Z. Luo. The reporting persons are husband and wife.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.28 to \$16.52, inclusive.

(8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.41 to \$16.825, inclusive.

(9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.00 to \$16.595, inclusive.

(10) The shares are held of record by Applied Physics & Chemistry Laboratories, Inc., of which the reporting persons are the sole owners.

(11) The shares are held of record in an account for the benefit of the reporting persons' son. The reporting persons disclaims 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.

(12) The shares are held of record by a trust for the benefit of the reporting persons' son. The reporting persons disclaims 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.

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(13) Shares subject to the option are fully vested and immediately exercisable.

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