

Amphastar Pharmaceuticals, Inc.

Form 4

March 20, 2017

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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2005
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(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)
03/16/2017

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO & Chief Scientific 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)
Common Stock	03/16/2017		A	(A) or (D) Amount 156,554 (1)	\$ 0 1,244,889	D	
Common Stock	03/17/2017		F	(A) or (D) Amount 23,108 (2)	\$ 13.75 1,221,781	D	
Common Stock	03/16/2017		A	(A) or (D) Amount 67,415 (1)	\$ 0 819,736	I	See footnote (3)
Common Stock	03/17/2017		F	(A) or (D) Amount 9,951 (2)	\$ 13.75 809,785	I	See footnote

Common Stock	7,461,594	I	⁽³⁾ See footnote ⁽⁴⁾
Common Stock	5,000	I	See footnote ⁽⁵⁾
Common Stock	200,000	I	See footnote ⁽⁶⁾

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 14.69	03/16/2017		A		490,477		<u>(7)</u>	03/16/2025	Common Stock	490,477
Employee Stock Option (right to buy)	\$ 14.69	03/16/2017		A		211,213		<u>(7)</u>	03/16/2025	Common Stock	211,213

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zhang Jack Y. C/O AMPHASTAR PHARMACEUTICALS, INC.	X	X	CEO & Chief Scientific Officer	

11570 6TH STREET
RANCHO CUCAMONGA, CA 91730

Luo Mary Z.
C/O AMPHASTAR PHARMACEUTICALS, INC. X X COO, Chief Scientist, Chairman
11570 6TH STREET
RANCHO CUCAMONGA, CA 91730

Signatures

/s/ Ken Stupak, by power of attorney for Jack Y. Zhang 03/20/2017

--Signature of Reporting Person Date

/s/ Ken Stupak, by power of attorney for Mary Z. Luo 03/20/2017

--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 shares are represented by restricted stock units, or RSUs, which vest in three equal annual installments beginning on March 16, 2018.
- (2) The reported shares were withheld to satisfy the reporting person's tax liability in connection with the vesting of RSUs.
- (3) The securities are held of record by Mary Z. Luo. The reporting persons are husband and wife.
- (4) 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.
- (5) 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.
- (6) Shares subject to the option vest in three equal annual installments beginning on March 16, 2018.
- (7)

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.