

Amphastar Pharmaceuticals, Inc.

Form 4

June 12, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Zhang Jack Y.

(Last) (First) (Middle)

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

(Street)

RANCHO
CUCAMONGA, CA 91730

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/05/2015

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)
CEO & Chief Science Officer

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/05/2015		F		4,831 <u>(1)</u>	D	\$ 16.4642	917,306	D
Common Stock	06/08/2015		F		3,046 <u>(1)</u>	D	\$ 16.614	914,260	D
Common Stock	06/09/2015		F		2,624 <u>(1)</u>	D	\$ 16.2356	911,636	D
Common Stock	06/10/2015		M		12,975	A	\$ 12.97	924,611	D

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Common Stock	06/10/2015	<u>S(2)</u>	11,731	D	\$ <u>16.3792</u> (3)	912,880	D	
Common Stock	06/10/2015	F	<u>1,244</u> (4)	D	\$ 16.3792	911,636	D	
Common Stock	06/11/2015	M	12,860	A	\$ 12.97	924,496	D	
Common Stock	06/11/2015	<u>S(2)</u>	11,600	D	\$ 16.4694 (5)	912,896	D	
Common Stock	06/11/2015	F	<u>1,260</u> (4)	D	\$ 16.4694	911,636	D	
Common Stock	06/12/2015	M	83,253	A	\$ 12.97	994,889	D	
Common Stock	06/12/2015	<u>S(2)</u>	75,618	D	\$ 16.1487 (6)	919,271	D	
Common Stock	06/12/2015	F	<u>7,635</u> (4)	D	\$ 16.1487	911,636	D	
Common Stock	06/05/2015	F	<u>6,173</u> (1)	D	\$ 16.4657	667,351	I	See footnote (7)
Common Stock	06/08/2015	F	<u>3,052</u> (1)	D	\$ 16.6087	664,299	I	See footnote (7)
Common Stock	06/09/2015	F	<u>2,633</u> (1)	D	\$ 16.2339	661,666	I	See footnote (7)
Common Stock	06/10/2015	M	12,619	A	\$ 12.97	674,285	I	See footnote (7)
Common Stock	06/10/2015	<u>S(2)</u>	11,411	D	\$ 16.3719 (8)	662,874	I	See footnote (7)
Common Stock	06/10/2015	F	<u>1,208</u> (4)	D	\$ 16.3719	661,666	I	See footnote (7)
Common Stock	06/11/2015	M	12,930	A	\$ 12.97	674,596	I	See footnote (7)
Common Stock	06/11/2015	<u>S(2)</u>	11,664	D	\$ 16.4689 (9)	662,932	I	See footnote (7)

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Common Stock	06/11/2015	F	<u>1,266</u> (4)	D	\$ 16.4689	661,666	I	See footnote (7)
Common Stock	06/12/2015	M	42,223	A	\$ 12.97	703,889	I	See footnote (7)
Common Stock	06/12/2015	<u>S</u> (2)	38,471	D	\$ 16.1673 (10)	665,418	I	See footnote (7)
Common Stock	06/12/2015	F	<u>3,752</u> (4)	D	\$ 16.1673	661,666	I	See footnote (7)
Common Stock						7,631,594	I	See footnote (11)
Common Stock						5,000	I	See footnote (12)
Common Stock						200,000	I	See footnote (13)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 or Number of Shares
Employee Stock Option (right to buy)	\$ 12.97	06/10/2015		M		12,975		<u>(14)</u>	09/28/2015	Common Stock	12,975

Employee Stock Option (right to buy)	\$ 12.97	06/11/2015	M	12,860	<u>(14)</u>	09/28/2015	Common Stock	12,860
Employee Stock Option (right to buy)	\$ 12.97	06/12/2015	M	83,253	<u>(14)</u>	09/28/2015	Common Stock	83,253
Employee Stock Option (right to buy)	\$ 12.97	06/10/2015	M	12,619	<u>(14)</u>	09/28/2015	Common Stock	12,619
Employee Stock Option (right to buy)	\$ 12.97	06/11/2015	M	12,930	<u>(14)</u>	09/28/2015	Common Stock	12,930
Employee Stock Option (right to buy)	\$ 12.97	06/12/2015	M	42,223	<u>(14)</u>	09/28/2015	Common Stock	42,223

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

06/12/2015

__Signature of Reporting Person

Date

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

06/12/2015

__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 a previously reported option exercise.
- (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.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.25 to \$16.61, 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), (5), (6), (8), (9) and (10) to this Form 4.
- (3) The reported securities were withheld to satisfy the Reporting Person's tax liability in connection with the reported reported option exercise.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.38 to \$16.62, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.02 to \$16.49, 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 \$16.24 to \$16.55, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.37 to \$16.61, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.03 to \$16.39, inclusive.
- (10) The shares are held of record by Applied Physics & Chemistry Laboratories, Inc., 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 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.
- (11) 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.
- (12) Shares subject to the option are fully vested and immediately exercisable.
- (13) Shares subject to the option are fully vested and immediately exercisable.
- (14)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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