

Insys Therapeutics, Inc.  
Form 4  
February 10, 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 \*  
**BAKER DARRYL S**

(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)  
02/06/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/06/2015		M	V Amount (A) or (D) Price 15,000 A \$ 2.36 (1)	34,377 (2) (3)	D	
Common Stock	02/06/2015		M	6,248 A \$ 7.26 (1)	40,625	D	
Common Stock	02/06/2015		S(4)	15,000 D \$ (5)	25,625	D	
Common Stock	02/06/2015		S(4)	6,248 D \$ (5)	19,377	D	
	02/09/2015		M	8,752 A	28,129	D	

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Common					\$ 7.26		
Stock					<u>(1)</u>		
Common	02/09/2015		S <sup>(4)</sup>	8,752	D	\$ 52.184	19,377 D
Stock						<u>(6)</u>	

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

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SEC 1474  
(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)	\$ 2.36 <u>(1)</u>	02/06/2015		M	15,000	<u>(7)</u> 12/26/2022	Common Stock	15,000
Stock Option (right to buy)	\$ 7.26 <u>(1)</u>	02/06/2015		M	6,248	<u>(9)</u> 05/13/2023	Common Stock	6,248
Stock Option (right to buy)	\$ 7.26 <u>(1)</u>	02/09/2015		M	8,752	<u>(9)</u> 05/13/2023	Common Stock	8,752

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BAKER DARRYL S 444 SOUTH ELLIS STREET CHANDLER, AZ 85224	Chief Financial Officer

## Signatures

/s/ Darryl S.  
Baker

02/10/2015

          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 exercise price reflects a 3-for-2 stock split effected by the Issuer on March 28, 2014.

(2) On March 28, 2014, the Issuer effected a 3-for-2 stock split, resulting in the reporting person's ownership of 10,000 additional shares of common stock.

(3) Includes 4,127 shares and 563 shares, respectively, acquired pursuant to the Issuer's ESPP on June 11, 2014 and December 11, 2014, respectively.

(4) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan

(5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.0000 to \$52.97 per share, inclusive. The Reporting Person undertakes 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 range set forth in this footnote.

(6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.0000 to \$52.70 per share, inclusive. The Reporting Person undertakes 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 range set forth in this footnote.

(7) The option vests in 36 equal monthly installments measured from the grant date of December 27, 2012 and will be fully vested and exercisable on December 27, 2015.

(8) On March 28, 2014, the Issuer effected a 3-for-2 stock split, resulting in the reporting person's ownership of 35,000 additional options.

(9) The option vests in 48 equal monthly installments and will be fully vested and exercisable on May 14, 2017.

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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