

Insys Therapeutics, Inc.  
Form 4  
May 20, 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 \*  
Tambi Brian

(Last) (First) (Middle)

C/O INSYS THERAPEUTICS,  
INC., 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)  
05/19/2015

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| Common<br>Stock                       | 05/19/2015                              |   | M                                       | 1,200 A   | \$ 1.22 1,200  | D  |   |
| Common<br>Stock                       | 05/19/2015                              |   | S                                       | 1,200 D   | \$ 60.01 0<br>(1)  | D  |   |
| Common<br>Stock                       | 05/20/2015                              |   | M                                       | 3,900 A   | \$ 1.22 3,900  | D  |   |
| Common<br>Stock                       | 05/20/2015                              |   | S                                       | 3,900 D   | \$ 60.14 0<br>(2)  | D  |   |

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |  | 8. I<br>Der<br>Sec<br>(In |
|---|--|---|---|--------------------------------------|---|--|--------------------|---|--|---------------------------|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |                           |
| Stock<br>Option<br>(right to<br>buy)                | \$ 1.22 <sup>(3)</sup>   | 05/19/2015                              |   | M                                    | 1,200   | <sup>(4)</sup>   | 02/21/2020         | Common<br>Stock   | 1,200                                  |                           |
| Stock<br>Option<br>(right to<br>buy)                | \$ 1.22  | 05/20/2015                              |   | M                                    | 3,900   | <sup>(4)</sup>   | 02/21/2020         | Common<br>Stock   | 3,900                                  |                           |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| Tambi Brian<br>C/O INSYS THERAPEUTICS, INC.<br>444 SOUTH ELLIS STREET<br>CHANDLER, AZ 85224 | X                                |

## Signatures

/s/ Darryl S. Baker,  
Attorney-in-Fact 05/20/2015

          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 price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.00 to \$60.04 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.

(2) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.00 to \$60.59 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.

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

(4) The option is fully vested and exercisable.

(5) On March 28, 2014, the Issuer effected a 3-for-2 stock split, resulting in the reporting person's ownership of 8,942 additional options.

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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