

Amphastar Pharmaceuticals, Inc.

Form 4

December 11, 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

OMB
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2015
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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)
12/09/2015

☐ 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	(A) or (D) Price			
Common Stock	12/09/2015		S ⁽¹⁾		26,319	D \$ 14.2913 ⁽²⁾	7,498,575	I	See footnote ⁽³⁾
Common Stock	12/10/2015		S ⁽¹⁾		21,915	D \$ 14.3228 ⁽⁴⁾	7,476,660	I	See footnote ⁽³⁾
Common Stock	12/11/2015		S ⁽¹⁾		15,066	D \$ 14.0539 ⁽⁵⁾	7,461,594	I	See footnote ⁽³⁾

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Common Stock	920,117	D	
Common Stock	670,147	I	See footnote <u>(6)</u>
Common Stock	5,000	I	See footnote <u>(7)</u>
Common Stock	200,000	I	See footnote <u>(8)</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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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	X	X	COO & Chief Scientist	

RANCHO CUCAMONGA, CA 91730

Signatures

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

12/11/2015

__Signature of Reporting Person

Date

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

12/11/2015

__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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Applied Physics & Chemistry Laboratories, Inc., or APCL, on September 4, 2015.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.09 to \$14.74 inclusive. The reporting persons undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the

- (2) 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 (2), (4) and (5) to this Form 4.

- (3) The shares are held of record by APCL, of which the reporting persons are the sole owners.

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.205 to \$14.93, inclusive.

- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.825 to \$14.35, inclusive.

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

The shares are held of record in an account for the benefit of the reporting person's son. The reporting persons disclaim beneficial

- (7) 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.

The shares are held of record by a trust for the benefit of the reporting person's son. The reporting persons disclaim beneficial ownership

- (8) 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.

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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