

Zhang Jack Y.
Form 4
March 18, 2019

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)
03/15/2019

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 Scientific 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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|--|
| Common Stock | 03/15/2019 | | M | 514,783 (A) or (D) | \$ 15.84 | 2,587,100 | D |
| Common Stock | 03/15/2019 | | F | 461,097 (1) | \$ 20.23 | 2,126,003 | D |
| Common Stock | 03/15/2019 | | A | 98,368 (2) | \$ 0 | 2,224,371 | D |
| Common Stock | 03/15/2019 | | F | 17,205 (3) | \$ 20.23 | 2,207,166 | D |

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| | | | | | | | | |
|--------------|------------|---|----------------|---|----------|-----------|---|------------------|
| Common Stock | 03/16/2019 | F | 27,476 (3) | D | \$ 20.23 | 2,179,690 | D | |
| Common Stock | 03/17/2019 | F | 32,374 (3) | D | \$ 20.23 | 2,147,316 | D | |
| Common Stock | 03/15/2019 | M | 224,737 | A | \$ 15.84 | 1,591,443 | I | See footnote (4) |
| Common Stock | 03/15/2019 | F | 200,853 (1) | D | \$ 20.23 | 1,390,590 | I | See footnote (4) |
| Common Stock | 03/15/2019 | A | 41,522 (2) | A | \$ 0 | 1,432,112 | I | See footnote (4) |
| Common Stock | 03/15/2019 | F | 7,317 (3) | D | \$ 20.23 | 1,424,795 | I | See footnote (4) |
| Common Stock | 03/16/2019 | F | 11,832 (3) | D | \$ 20.23 | 1,412,963 | I | See footnote (4) |
| Common Stock | 03/17/2019 | F | 13,941 (3) | D | \$ 20.23 | 1,399,022 | I | See footnote (4) |
| Common Stock | | | | | | 7,327,679 | I | See footnote (5) |
| Common Stock | | | | | | 5,000 | I | See footnote (6) |
| Common Stock | | | | | | 200,000 | I | See footnote (7) |

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 | 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 Security (Instr. 3 and 4) |
|--|---|--------------------------------------|--|--------------------------------|---|--|---|
|--|---|--------------------------------------|--|--------------------------------|---|--|---|

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| Security | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | A N S |
|--|----------|------------|------|---|---------|---------|---------------------|--------------------|-----------------|-------------|
| Employee Stock Option (right to buy) | \$ 15.84 | 03/15/2019 | M | | | 514,783 | <u>(8)</u> | 03/27/2019 | Common Stock | |
| Employee Stock Option (right to buy) | \$ 22.25 | 03/15/2019 | A | | 262,182 | | <u>(9)</u> | 03/15/2027 | Common Stock | 2 |
| Employee Stock Option (right to buy) | \$ 15.84 | 03/15/2019 | M | | | 224,737 | <u>(8)</u> | 03/27/2019 | Common Stock | |
| Employee Stock Option (right to buy) | \$ 22.25 | 03/15/2019 | A | | 110,671 | | <u>(9)</u> | 03/15/2027 | Common Stock | 1 |

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

Signatures

/s/ Eva Wen, by power of attorney for Jack Y.
Zhang 03/18/2019

 **Signature of Reporting Person Date

/s/ Eva Wen, by power of attorney for Mary Z.
Luo 03/18/2019

 **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 were withheld to satisfy the reporting person's tax liability in connection with the option exercise.
- (2) The reported shares are represented by restricted stock units, or RSUs, which vest in three equal annual installments beginning on March 15, 2020.
- (3) The reported shares were withheld to satisfy the reporting person's tax liability in connection with the vesting of RSUs.
- (4) The securities are held of record by Mary Z. Luo. The reporting persons are husband and wife.
- (5) The shares are held of record by Applied Physics & Chemistry Laboratories, Inc., of which the reporting persons and The Bill Luobei Zhang 2004 Irrevocable Trust (the "BLZ Trust") 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.

The shares are held of record by the BLZ Trust. 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.

- (8) Shares subject to the option are fully vested and immediately exercisable.
- (9) Shares subject to the option vest in three equal annual installments beginning on March 15, 2020.

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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