

Celano Michael
Form 4/A
February 19, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Celano Michael

(Last) (First) (Middle)

C/O RECRO PHARMA, INC., 490
LAPP ROAD

(Street)

MALVERN, PA 19355

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Recro Pharma, Inc. [REPH]

3. Date of Earliest Transaction
(Month/Day/Year)
01/18/2019

4. If Amendment, Date Original Filed(Month/Day/Year)
01/23/2019

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Chief Operating 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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (1) (6) | (A) or (D) | Price |
| Common Stock | 01/18/2019 | | A | | 14,464 | A | \$ 0 |
| Common Stock | 01/18/2019 | | M | | 6,400 | A | 47,637 |
| Common Stock | 01/18/2019 | | F | | 1,782 | D | \$ 7.99 |

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

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number.

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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 7.99 | 01/18/2019 | | A | 67,500 (6) | (4) | 01/18/2029 | Common Stock | 67,500 |
| Restricted Stock Units | (2) | 01/18/2019 | | M | 6,400 | (5) | (5) | Common Stock | 6,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Celano Michael C/O RECRO PHARMA, INC. 490 LAPP ROAD MALVERN, PA 19355 | | | Chief Operating Officer | |

Signatures

/s/ Ryan D. Lake, as attorney-in-fact 02/19/2019

**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).

- All of the shares of common stock are represented by restricted stock units that will vest in four equal annual installments beginning
- (1) January 18, 2020, subject to continued employment with the Company. Vested shares will be delivered to the reporting person within 30 days following each respective vesting date.
 - (2) Restricted stock units convert into common stock on a one-for-one basis.
 - (3) Shares withheld by the Issuer to satisfy applicable withholding taxes upon vesting of restricted stock units..
 - (4) The stock option vests in equal monthly installments over 48 months, beginning on the date that is one month from the date of grant, subject to continued employment with the Company.

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- (5) On January 18, 2017, the reporting person was granted 25,600 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date.
- (6) Due to a clerical error, the reporting person is filing this Amendment to correct the number of options and restricted stock units granted.

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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