

Insys Therapeutics, Inc.  
Form 4  
March 06, 2014

**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 \*  
Babich Michael L

(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)  
03/05/2014

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)

President and CEO

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	03/05/2014		M	1,167	A \$ 3.54 82,849 <sup>(1)</sup>	D	
Common Stock	03/05/2014		M	210,958	A \$ 1.83 293,807	D	
Common Stock	03/05/2014		S	187,211	D \$ 72.65 106,596	D	
Common Stock	03/05/2014		S	1,043	D \$ 84.72 105,553 <sup>(2)</sup>	D	
Common Stock	03/05/2014		S	1,267	D \$ 83.92 104,286	D	

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Common Stock	03/05/2014	S	1,211	D	(3)	103,075	D
					\$ 82.55		
Common Stock	03/05/2014	S	9,085	D	(4)	93,990	D
					\$ 81.91		
Common Stock	03/05/2014	S	11,099	D	(5)	82,891	D
					\$ 80.25		
Common Stock	03/05/2014	S	7,398	D	(6)	75,493	D
					\$ 79.81		
Common Stock	03/05/2014	S	4,473	D	(7)	71,020	D
					\$ 78.59		
Common Stock	03/05/2014	S	34,676	D	(8)	36,344	D
					\$ 77.24		
Common Stock	03/05/2014	S	30,969	D	(9)	5,375	D
					\$ 76.25		
					(10)		

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 3.54	03/05/2014		D	1,167	(11) 12/26/2022	Common Stock 1,167
	\$ 1.83	03/05/2014		D	210,958	(12) 04/04/2020	210,958

Stock  
Option  
(right to  
buy)

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Babich Michael L 444 SOUTH ELLIS STREET CHANDLER, AZ 85224	X		President and CEO	

## Signatures

/s/ Michael

Babich

03/06/2014

\_\_\_\_\_  
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) Includes 3,125 shares acquired by the Reporting Person on December 11, 2013 pursuant to the Issuer's Employer Stock Purchase Plan.
  - (2) The weighted average sales price for the transaction reported was \$84.72, and the range of prices were between \$84.40 and \$85.00.
  - (3) The weighted average sales price for the transaction reported was \$83.92, and the range of prices were between \$83.38 and \$84.27.
  - (4) The weighted average sales price for the transaction reported was \$82.55, and the range of prices were between \$82.14 and \$83.00.
  - (5) The weighted average sales price for the transaction reported was \$81.91, and the range of prices were between \$81.12 and \$82.12.
  - (6) The weighted average sales price for the transaction reported was \$80.25, and the range of prices were between \$80.09 and \$80.93.
  - (7) The weighted average sales price for the transaction reported was \$79.81, and the range of prices were between \$79.08 and \$80.08.
  - (8) The weighted average sales price for the transaction reported was \$78.59, and the range of prices were between \$78.00 and \$79.00.
  - (9) The weighted average sales price for the transaction reported was \$77.24, and the range of prices were between \$76.92 and \$77.84.
  - (10) The weighted average sales price for the transaction reported was \$76.25, and the range of prices were between \$75.90 and \$76.90.
  - (11) The option vests in 36 equal monthly installments and will be fully vested and exercisable on December 27, 2015.
  - (12) The option is fully vested and exercisable.

### Remarks:

With respect to footnotes 2 through 10, upon request by the SEC staff, the issuer, or any security holder of the issuer, full information will be provided.

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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