

Insys Therapeutics, Inc.
Form 4
September 14, 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 *
STANLEY THEODORE H

(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)

09/10/2015

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 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	09/10/2015		M		2,000	A \$ 3.63	4,000 ⁽¹⁾ D
Common Stock	09/10/2015		S		1,300	D \$ 36	2,700 D
Common Stock	09/10/2015		S		700	D \$ 36.01	2,000 D
Common Stock	09/14/2015		M		2,000	A \$ 3.63	4,000 D
Common Stock	09/14/2015		S		2,000	D \$ 38.08	2,000 D

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Common Stock	6,000 ⁽³⁾	I	by non-profit corporation (4)
Common Stock	10,200 ⁽⁵⁾	I	by limited partnership (4)

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

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(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. I Der Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 3.63 ⁽⁶⁾	09/10/2015		M	2,000	⁽⁷⁾	05/13/2023	Common Stock	2,000
Stock Option (right to buy)	\$ 3.63	09/14/2015		M	2,000	⁽⁷⁾	05/13/2023	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STANLEY THEODORE H C/O INSYS THERAPEUTICS, INC. 444 SOUTH ELLIS STREET CHANDLER, AZ 85224	X

Signatures

/s/ Darryl S. Baker,
Attorney-in-fact

09/14/2015

__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) On June 5, 2015, the Issuer effected a 2-for-1 forward stock split pursuant to a stock dividend, resulting in the reporting person's ownership of 1,000 additional shares.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.03 to \$37.17 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)
- (3) On June 5, 2015, the Issuer effected a 2-for-1 forward stock split pursuant to a stock dividend, resulting in the reporting person's ownership of 3,000 additional shares.
- (4) The Reporting Person disclaims beneficial ownership of the Securities except to the extent of his pecuniary interest therein.
- (5) On June 5, 2015, the Issuer effected a 2-for-1 forward stock split pursuant to a stock dividend, resulting in the reporting person's ownership of 5,100 additional shares.
- (6) The exercise price reflects a 2-for-1 forward stock split effected by the Issuer on June 5, 2015.
- (7) The option vests in 48 equal monthly installments and will be fully vested and exercisable on May 14, 2017.
- (8) On June 5, 2015, the Issuer effected a 2-for-1 forward stock split, resulting in the reporting person's ownership of 20,000 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.