

Insys Therapeutics, Inc.
Form 4
August 16, 2016

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)
08/16/2016

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)
Common Stock	08/16/2016		M	15,000	A \$ 5.96	17,000	D
Common Stock	08/16/2016		S	15,000	D \$ (1) 18.02	2,000	D
Common Stock						6,000	I by non-profit corporation (1)
Common Stock						10,200	I by limited partnership

(2)

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. Amount or Number of Shares
Stock Option (right to buy)	\$ 5.96 ⁽³⁾	08/16/2016		M	15,000	⁽⁴⁾ 08/12/2023	Common Stock	15,000

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 08/16/2016

__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 price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.95 to \$18.23 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.

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- (2) The Reporting Person disclaims beneficial ownership of the Securities except to the extent of his pecuniary interest therein.
- (3) The exercise price reflects a 3-for-2 forward stock split effected by the Issuer on March 28, 2014 and a 2-for-1 forward stock split effected by the Issuer on June 5, 2015.
- (4) One third of the shares subject to the option vested on August 12, 2014 and the remainder vested in 24 equal monthly installments thereafter until fully vested and exercisable on August 12, 2016.
- (5) On March 27, 2014 and June 5, 2015 the Issuer effected a 3-for-2 forward stock split and a 2-for-1 forward stock split, respectively, both pursuant to a stock dividend, resulting in the reporting person's ownership of an aggregate of 15,000 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.

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