

Amphastar Pharmaceuticals, Inc.  
 Form 3  
 June 24, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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)

|   |   |  |  |   |  |
|---|---|--|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Luo Mary Z.</p> <p>(Last) (First) (Middle)</p> <p>C/O AMPHASTAR<br/>                 PHARMACEUTICALS,<br/>                 INC.,Â 11570 6TH STREET</p> <p>(Street)</p> <p>RANCHO<br/>                 CUCAMONGA,Â CAÂ 91730</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/24/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Amphastar Pharmaceuticals, Inc. [AMPH]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br/> <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>                 (give title below) (specify below)<br/>                 COO, Chief Scientist, COB</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|--|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 547,823  | D   | Â  |
| Common Stock                       | 68,973 <sup>(1)</sup>                                    | D   | Â  |
| Common Stock                       | 7,631,594  | I   | By APCL <sup>(2)</sup>                                   |
| Common Stock                       | 5,000  | I   | By son <sup>(3)</sup>                                    |
| Common Stock                       | 200,000  | I   | By son <sup>(4)</sup>                                    |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |  |  |   |
| Stock Option (Right to Buy)                   | Â (5)  | 08/02/2014         | Common Stock   | 185,000                          | \$ 22.29   | D  | Â   |
| Stock Option (Right to Buy)                   | Â (5)  | 09/28/2015         | Common Stock   | 185,000                          | \$ 12.97   | D  | Â   |
| Stock Option (Right to Buy)                   | Â (6)  | 10/03/2016         | Common Stock   | 181,768                          | \$ 16.75   | D  | Â   |
| Stock Option (Right to Buy)                   | Â (7)  | 07/13/2017         | Common Stock   | 264,895                          | \$ 11.51   | D  | Â   |
| Stock Option (Right to Buy)                   | Â (8)  | 09/28/2017         | Common Stock   | 138,632                          | \$ 11.53   | D  | Â   |
| Stock Option (Right to Buy)                   | Â (9)  | 07/05/2018         | Common Stock   | 746,181                          | \$ 12.02   | D  | Â   |
| Stock Option (Right to Buy)                   | Â (10)   | 03/27/2019         | Common Stock   | 224,737                          | \$ 15.84   | D  | Â   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| Luo Mary Z.<br>C/O AMPHASTAR PHARMACEUTICALS, INC.<br>11570 6TH STREET<br>RANCHO CUCAMONGA, CA 91730 | Â X           | Â X       | Â COO, Chief Scientist, COB | Â     |

## Signatures

/s/Mary Z. Luo, by Power of Attorney  
06/24/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) This represents deferred stock units that were granted on 3/27/2014 and vest over 4 years in equal annual installments commencing on the first anniversary of the grant date, subject to the reporting person's continued employment with or service to the Issuer or subsidiary thereof through the applicable vesting date.

(2)

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The reporting person and Dr. Jack Y. Zhang ("Dr. Zhang"), the Chief Executive Officer and a director of the Issuer, are the sole owners of Applied Physics & Chemistry Laboratories, Inc. The reporting person and Dr. Zhang have shared voting and investment power over these shares.

- (3) Shares held in an account for the benefit of the reporting person's son, Bill Luobei Zhang, who shares the reporting person's household. As such, the reporting person may be deemed to have indirect beneficial ownership of these shares. The reporting person disclaims 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.
- (4) Shares held by a trust for the benefit of the reporting person's son, Bill Luobei Zhang, who shares the reporting person's household. As such, the reporting person may be deemed to have indirect beneficial ownership of these shares. The reporting person disclaims 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.
- (5) This option is fully vested and exercisable.
- (6) This option was granted on 10/3/2011 and vests over 3 years in equal annual installments commencing on the first anniversary of the grant date, subject to the reporting person's continued (i) employment with or service to the Issuer or subsidiary thereof and (ii) service on the Board of Directors of the Issuer, in each case through the applicable vesting date.
- (7) This option was granted on 7/13/2012 and vests over 4 years in equal annual installments commencing on the first anniversary of the grant date, subject to the reporting person's continued (i) employment with or service to the Issuer or subsidiary thereof and (ii) service on the Board of Directors of the Issuer, in each case through the applicable vesting date.
- (8) This option was granted on 9/28/2012 and vests over 4 years in equal annual installments commencing on the first anniversary of the grant date, subject to the reporting person's continued (i) employment with or service to the Issuer or subsidiary thereof and (ii) service on the Board of Directors of the Issuer, in each case through the applicable vesting date.
- (9) This option was granted on 7/5/2013 and vests over 3 years in equal annual installments commencing on the first anniversary of the grant date, subject to the reporting person's continued (i) employment with or service to the Issuer or subsidiary thereof and (ii) service on the Board of Directors of the Issuer, in each case through the applicable vesting date.
- (10) This option was granted on 3/27/2014 and vests over 3 years in equal annual installments commencing on the first anniversary of the grant date, subject to the reporting person's continued (i) employment with or service to the Issuer or subsidiary thereof and (ii) service on the Board of Directors of the Issuer, in each case through the applicable vesting date.

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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