

Zhou Rong
Form 4
March 18, 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 *
Zhou Rong

2. Issuer Name and Ticker or Trading Symbol
Amphastar Pharmaceuticals, Inc.
[AMPH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Production Center

C/O AMPHASTAR
PHARMACEUTICALS,
INC., 11570 6TH STREET
(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

RANCHO
CUCAMONGA, CA 91730
(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/15/2019 | | A | 10,133 (1) | \$ 0 | 62,163 | D |
| Common Stock | 03/15/2019 | | F | 1,179 (2) | \$ 20.23 | 60,984 | D |
| Common Stock | 03/16/2019 | | F | 1,553 (2) | \$ 20.23 | 59,431 | D |
| Common Stock | 03/17/2019 | | F | 1,510 (2) | \$ 20.23 | 57,921 | D |

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| | | | |
|--------------|--------|---|------------------|
| Common Stock | 99,668 | I | See footnote (3) |
| Common Stock | 5,000 | I | See footnote (4) |

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

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 20.23 | 03/15/2019 | | A | 22,541 | (5) | 03/15/2029 | Common Stock | 22,541 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Zhou Rong C/O AMPHASTAR PHARMACEUTICALS, INC. 11570 6TH STREET RANCHO CUCAMONGA, CA 91730 | | | EVP, Production Center | |

Signatures

/s/ Eva Wen, by power of attorney
03/18/2019

__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).

- (1) The reported shares are represented by restricted stock units, or RSUs, which vest in four equal annual installments beginning on March 15, 2020.
- (2) The reported shares were withheld to satisfy the reporting person's tax liability in connection with the vesting of RSUs.
- (3) The shares are held of record by the Zhou Family Trust for which the reporting person serves as a trustee.
- (4) The shares are held of record by the reporting person's spouse.
- (5) Shares subject to the option vest in four equal annual installments beginning on March 15, 2020.

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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