

BIODELIVERY SCIENCES INTERNATIONAL INC  
 Form 5  
 February 13, 2015

# FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

## ANNUAL 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

1. Name and Address of Reporting Person \*  
 Sirgo Mark A

(Last) (First) (Middle)

C/O BIODELIVERY SCIENCES  
 INTL, INC., 801 CORPORATE  
 CENTER DRIVE, SUITE 210

(Street)

RALEIGH, NC 27607

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 BIODELIVERY SCIENCES  
 INTERNATIONAL INC [BDSI]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2014

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 Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common stock	12/22/2014		G4	3,802 D \$ 0	919,800	D	

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)

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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 Underlying (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0	02/20/2013	Â	A4	420,000	Â	Â (1)	02/20/2016	Common Stock
Restricted Stock Units	\$ 0	02/20/2014	Â	J4 (1)	Â	140,000	Â (1)	02/20/2016	Common Stock
Restricted Stock Units	\$ 0	02/22/2014	Â	A4	290,511	Â	Â (2)	02/22/2017	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sirgo Mark A C/O BIODELIVERY SCIENCES INTL, INC., 801 CORPORATE CENTER DRIVE, SUITE 210 RALEIGH, NC 27607	Â	Â	Â President and CEO	Â

## Signatures

Mark A. Sirgo                      02/13/2015  
 \_\_Signature of                      Date  
 Reporting Person

## 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).

The restricted stock units ("RSUs") were issued to the Reporting Person on February 20, 2013, pursuant to a grant under the Issuer's Performance Long Term Incentive Plan. The RSUs vested as to one-third on February 20, 2014, and the acquisition of common stock was reported on a Form 4 filed by the Reporting Person with the Securities and Exchange Commission on February 21, 2014. One-third of the RSUs will vest on each of, (i) February 20, 2015 and (ii) February 20, 2016. Upon vesting, each RSU entitles the Reporting Person to one share of the Issuer's common stock.

The RSUs were issued to the Reporting Person on February 22, 2014, pursuant to a grant under the Issuer's Performance Long Term Incentive Plan. One-third of the RSUs will vest on each of, (i) February 22, 2015, (ii) February 22, 2016 and (iii) February 22, 2017. Upon vesting, each RSU entitles the Reporting Person to one share of the Issuer's common stock.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.