

Zhang Jack Y.  
Form 4  
March 18, 2019

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Zhang Jack Y.

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)  
CEO & Chief Scientific Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/15/2019		M	514,783 (A) or (D)	\$ 15.84	2,587,100	D
Common Stock	03/15/2019		F	461,097 (1)	\$ 20.23	2,126,003	D
Common Stock	03/15/2019		A	98,368 (2)	\$ 0	2,224,371	D
Common Stock	03/15/2019		F	17,205 (3)	\$ 20.23	2,207,166	D

Edgar Filing: Zhang Jack Y. - Form 4

Common Stock	03/16/2019	F	27,476 (3)	D	\$ 20.23	2,179,690	D	
Common Stock	03/17/2019	F	32,374 (3)	D	\$ 20.23	2,147,316	D	
Common Stock	03/15/2019	M	224,737	A	\$ 15.84	1,591,443	I	See footnote (4)
Common Stock	03/15/2019	F	200,853 (1)	D	\$ 20.23	1,390,590	I	See footnote (4)
Common Stock	03/15/2019	A	41,522 (2)	A	\$ 0	1,432,112	I	See footnote (4)
Common Stock	03/15/2019	F	7,317 (3)	D	\$ 20.23	1,424,795	I	See footnote (4)
Common Stock	03/16/2019	F	11,832 (3)	D	\$ 20.23	1,412,963	I	See footnote (4)
Common Stock	03/17/2019	F	13,941 (3)	D	\$ 20.23	1,399,022	I	See footnote (4)
Common Stock						7,327,679	I	See footnote (5)
Common Stock						5,000	I	See footnote (6)
Common Stock						200,000	I	See footnote (7)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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	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 Security (Instr. 3 and 4)
--	---	--------------------------------------	--	--------------------------------	---	--	---

# Edgar Filing: Zhang Jack Y. - Form 4

Security			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Employee Stock Option (right to buy)	\$ 15.84	03/15/2019	M			514,783	<u>(8)</u>	03/27/2019	Common Stock	
Employee Stock Option (right to buy)	\$ 22.25	03/15/2019	A		262,182		<u>(9)</u>	03/15/2027	Common Stock	2
Employee Stock Option (right to buy)	\$ 15.84	03/15/2019	M			224,737	<u>(8)</u>	03/27/2019	Common Stock	
Employee Stock Option (right to buy)	\$ 22.25	03/15/2019	A		110,671		<u>(9)</u>	03/15/2027	Common Stock	1

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zhang Jack Y. C/O AMPHASTAR PHARMACEUTICALS, INC. 11570 6TH STREET RANCHO CUCAMONGA, CA 91730	X	X	CEO & Chief Scientific Officer	
Luo Mary Z. C/O AMPHASTAR PHARMACEUTICALS, INC. 11570 6TH STREET RANCHO CUCAMONGA, CA 91730	X	X	COO Chief Scientist & Chairman	

## Signatures

/s/ Eva Wen, by power of attorney for Jack Y.  
Zhang 03/18/2019

                     \*\*Signature of Reporting Person Date

/s/ Eva Wen, by power of attorney for Mary Z.  
Luo 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 were withheld to satisfy the reporting person's tax liability in connection with the option exercise.
- (2) The reported shares are represented by restricted stock units, or RSUs, which vest in three equal annual installments beginning on March 15, 2020.
- (3) The reported shares were withheld to satisfy the reporting person's tax liability in connection with the vesting of RSUs.
- (4) The securities are held of record by Mary Z. Luo. The reporting persons are husband and wife.
- (5) The shares are held of record by Applied Physics & Chemistry Laboratories, Inc., of which the reporting persons and The Bill Luobei Zhang 2004 Irrevocable Trust (the "BLZ Trust") are the sole owners.  
The shares are held of record in an account for the benefit of the reporting persons' son. The reporting persons disclaim 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.
- (6) The shares are held of record by the BLZ Trust. The reporting persons disclaim 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.
- (7) Shares subject to the option are fully vested and immediately exercisable.
- (8) Shares subject to the option vest in three 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.

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.