

Insys Therapeutics, Inc.
Form 4
May 20, 2014

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KAPOOR JOHN N

(Last) (First) (Middle)

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)
05/19/2014

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)

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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/19/2014 | | M | | 1,843 | A | \$ 17.08 (1) |
| Common Stock | 05/19/2014 | | M | | 1,843 | A | \$ 9.35 (1) |
| Common Stock | 05/19/2014 | | M | | 2,304 | A | \$ 11.79 (1) |
| Common Stock | 05/19/2014 | | M | | 10,001 | A | \$ 7.26 (1) |
| Common | | | | | 21,124,805 | I | By Trust (3) |

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| | | | |
|--------------|------------|---|--------------------|
| Stock | (2) | | |
| Common Stock | 28,144 (4) | I | By Partnership (5) |

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

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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 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|--|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | | |
| Stock Option (Right to Buy) | \$ 17.08 ⁽¹⁾ | 05/19/2014 | | M | 1,843 | ⁽⁶⁾ | 08/21/2018 | Common Stock | | 1,843 |
| Stock Option (Right to Buy) | \$ 9.35 ⁽¹⁾ | 05/19/2014 | | M | 1,843 | ⁽⁶⁾ | 07/23/2019 | Common Stock | | 1,843 |
| Stock Option (Right to Buy) | \$ 11.79 ⁽¹⁾ | 05/19/2014 | | M | 2,304 | ⁽⁶⁾ | 08/19/2020 | Common Stock | | 2,304 |
| Stock Option (Right to Buy) | \$ 7.26 ⁽¹⁾ | 05/19/2014 | | M | 10,001 | ⁽⁹⁾ | 05/13/2023 | Common Stock | | 10,001 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |

KAPOOR JOHN N
444 SOUTH ELLIS STREET
CHANDLER, AZ 85224

X X

Signatures

/s/ John N.

05/20/2014

Kapoor

 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 exercise price reflects a 3-for-2 stock split effected by the Issuer on March 28, 2014.
- (2) On March 28, 2014, the Issuer effected a 3-for-2 stock split, resulting in the reporting person's ownership of 7,041,601 additional shares of common stock.
- (3) By The John N. Kapoor Trust dated September 20, 1989.
- (4) On March 28, 2014, the Issuer effected a 3-for-2 stock split, resulting in the reporting person's ownership of 9,381 additional shares of common stock.
- (5) By EJ Financial/NEO Management, L.P. of which the reporting person is Managing General Partner.
- (6) The option is fully vested and exercisable.
- (7) On March 28, 2014, the Issuer effected a 3-for-2 stock split, resulting in the reporting person's ownership of 614 additional options.
- (8) On March 28, 2014, the Issuer effected a 3-for-2 stock split, resulting in the reporting person's ownership of 768 additional options.
- (9) One third of the shares subject to the option shall vest on May 14, 2014 and the remainder shall vest in 24 equal monthly installments thereafter until fully vested and exercisable on May 14, 2016.
- (10) On March 28, 2014, the Issuer effected a 3-for-2 stock split, resulting in the reporting person's ownership of 10,000 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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