

Insys Therapeutics, Inc.
Form 4
May 20, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
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 <u>(1)</u>
Common Stock	05/19/2014		M		1,843	A	\$ 9.35 <u>(1)</u>
Common Stock	05/19/2014		M		2,304	A	\$ 11.79 <u>(1)</u>
Common Stock	05/19/2014		M		10,001	A	\$ 7.26 <u>(1)</u>
Common					21,124,805	I	By Trust ⁽³⁾

Edgar Filing: Insys Therapeutics, Inc. - Form 4

Stock	<u>(2)</u>		
Common Stock	28,144 <u>(4)</u>	I	By Partnership <u>(5)</u>

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 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
Stock Option (Right to Buy)	\$ 17.08 <u>(1)</u>	05/19/2014		M	1,843	<u>(6)</u> 08/21/2018	Common Stock	1,843
Stock Option (Right to Buy)	\$ 9.35 <u>(1)</u>	05/19/2014		M	1,843	<u>(6)</u> 07/23/2019	Common Stock	1,843
Stock Option (Right to Buy)	\$ 11.79 <u>(1)</u>	05/19/2014		M	2,304	<u>(6)</u> 08/19/2020	Common Stock	2,304
Stock Option (Right to Buy)	\$ 7.26 <u>(1)</u>	05/19/2014		M	10,001	<u>(9)</u> 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 X X
CHANDLER, AZ 85224

Signatures

/s/ John N. 05/20/2014
Kapoor

 **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).
- (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. 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.