

Zhang Jack Y.
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 *
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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/15/2019		M		\$ 514,783	A	15.84
Common Stock	03/15/2019		F		\$ 461,097	D	20.23
Common Stock	03/15/2019		A		\$ 98,368	A	0
Common Stock	03/15/2019		F		\$ 17,205	D	20.23

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Common Stock	03/16/2019	F	<u>27,476</u> (3)	D	\$ 20.23	2,179,690	D	
Common Stock	03/17/2019	F	<u>32,374</u> (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	<u>200,853</u> (1)	D	\$ 20.23	1,390,590	I	See footnote (4)
Common Stock	03/15/2019	A	<u>41,522</u> (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	<u>11,832</u> (3)	D	\$ 20.23	1,412,963	I	See footnote (4)
Common Stock	03/17/2019	F	<u>13,941</u> (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.

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(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)
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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	(8)	03/27/2019	Common Stock	
Employee Stock Option (right to buy)	\$ 22.25	03/15/2019	A		262,182		(9)	03/15/2027	Common Stock	2
Employee Stock Option (right to buy)	\$ 15.84	03/15/2019	M			224,737	(8)	03/27/2019	Common Stock	
Employee Stock Option (right to buy)	\$ 22.25	03/15/2019	A		110,671		(9)	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.

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