

Neos Therapeutics, Inc.
Form 4
July 28, 2015

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 *
ROBITAILLE GREGORY J

(Last) (First) (Middle)

C/O NEOS THERAPEUTICS, INC., 2940 N. HWY 360

(Street)

GRAND PRAIRIE, TX 75050

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Neos Therapeutics, Inc. [NEOS]

3. Date of Earliest Transaction
(Month/Day/Year)
07/28/2015

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/28/2015		C		3,604	A	Ⓣ 29,314
Common Stock	07/28/2015		C		9,458	A	Ⓣ 38,772
Common Stock	07/28/2015		C		8,703	A	Ⓣ 47,475
Common Stock	07/28/2015		C		350	A	Ⓣ 47,825

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 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
Series B Preferred Stock	(1)	07/28/2015		C	8,650	(1) (1)	Common Stock	3,604
Series B-1 Preferred Stock	(1)	07/28/2015		C	22,700	(1) (1)	Common Stock	9,458
Series C Preferred Stock	(1)	07/28/2015		C	20,890	(1) (1)	Common Stock	8,703
Preferred Stock Warrant (Right to Buy)	(2)	07/28/2015		X	4,200	(2) 02/23/2020	Series C Preferred Stock	840
Series C Preferred Stock	(1)	07/28/2015		C	840	(1) (1)	Common Stock	350

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBITAILLE GREGORY J C/O NEOS THERAPEUTICS, INC. 2940 N. HWY 360 GRAND PRAIRIE, TX 75050	X			

Signatures

/s/ Benjamin Piper,
attorney-in-fact

07/28/2015

__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) Each share of the Issuer's Series B preferred stock, Series B-1 preferred stock and Series C preferred stock was automatically converted on a 2.4-for-1 basis into common stock immediately prior to the closing of the Issuer's initial public offering. The shares of Series B preferred stock, Series B-1 preferred stock and Series C preferred stock had no expiration date.

(2) The preferred stock warrant was automatically exercised immediately prior to the closing of the Issuer's initial public offering for such number of shares issuable pursuant to a cashless net exercise provision pursuant to which the holder received a net number of shares of Series C preferred stock based on the fair market value of such stock at the time of exercise, after deducting the aggregate exercise price (the "Cashless Exercise Provision"). The shares of Series C preferred stock have no expiration date.

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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