

Motahari Saeed
Form 4
April 19, 2019

FORM 4

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

OMB APPROVAL

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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 *
Motahari Saeed

(Last) (First) (Middle)

C/O INSYS THERAPEUTICS,
INC., 1333 SOUTH SPECTRUM
BLVD, SUITE 100

(Street)

CHANDLER, AZ 85286

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Insys Therapeutics, Inc. [INSY]

3. Date of Earliest Transaction
(Month/Day/Year)
03/05/2018

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)
President & CEO

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	03/05/2018		A		16,000	A	\$ 0
Common Stock	01/25/2019		A		59,206	A	\$ 0
					70,986 ⁽¹⁾	D	
					130,192	D	

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

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(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (right to buy)	\$ 8.06	03/05/2018		A	64,000	⁽²⁾ 03/04/2028	Common Stock 64,000
Employee Stock Option (right to buy)	\$ 3.81	01/25/2019		A	282,152	⁽³⁾ 01/24/2029	Common Stock 282,152

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Motahari Saeed C/O INSYS THERAPEUTICS, INC. 1333 SOUTH SPECTRUM BLVD, SUITE 100 CHANDLER, AZ 85286	X		President & CEO	

Signatures

/s/ Andrew Long, 04/19/2019
Attorney-in-fact

**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).
- The total reported in Column 5 includes 33,000 RSUs previously reported in Table II on the Form 4 filed 4/20/17. Also includes 2,283
- (1) and 4,303 shares acquired by the Reporting Person on 12/8/17 and 6/8/18, respectively, pursuant to the Issuer's Employer Stock Purchase Plan.
 - (2) The option vests in 48 equal monthly installments and will be fully vested and exercisable on March 5, 2022.
 - (3) The option vests in 48 equal monthly installments and will be fully vested and exercisable on January 25, 2023.

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.