

Neos Therapeutics, Inc.
Form 4
July 28, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
SCHULER JACK W

(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 ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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		72,087	A	Ⓣ 72,087	D	
Common Stock	07/28/2015		C		189,159	A	Ⓣ 261,246	D	
Common Stock	07/28/2015		C		783,332	A	Ⓣ 1,044,578	D	
Common Stock	07/28/2015		C		41,665	A	Ⓣ 1,086,243	I	See Footnote (2)
Common Stock	07/28/2015		C		41,665	A	Ⓣ 1,127,908	I	See Footnote

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Common Stock	07/28/2015		C	41,665	A	<u>(1)</u>	1,169,573	I	<u>(3)</u> See Footnote <u>(4)</u>
Common Stock	07/28/2015		C	41,665	A	<u>(1)</u>	1,211,238	I	See Footnote <u>(5)</u>
Common Stock	07/28/2015		C	41,665	A	<u>(1)</u>	1,252,903	I	See Footnote <u>(6)</u>
Common Stock	07/28/2015		P	20,000	A	\$ 15	1,279,903	I	See Footnote <u>(7)</u>

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series B Preferred Stock	<u>(1)</u>	07/28/2015		C		173,009	<u>(1)</u> <u>(1)</u>	Common Stock	72,087
Series B-1 Preferred Stock	<u>(1)</u>	07/28/2015		C		453,982	<u>(1)</u> <u>(1)</u>	Common Stock	189,159
Series C Preferred Stock	<u>(1)</u>	07/28/2015		C		1,880,000	<u>(1)</u> <u>(1)</u>	Common Stock	783,332
Series C Preferred Stock	<u>(1)</u>	07/28/2015		C		100,000	<u>(1)</u> <u>(1)</u>	Common Stock	41,665
Series C Preferred	<u>(1)</u>	07/28/2015		C		100,000	<u>(1)</u> <u>(1)</u>	Common Stock	41,665

Stock									
Series C Preferred Stock	(1)	07/28/2015	C	100,000	(1)	(1)	Common Stock	41,665	
Series C Preferred Stock	(1)	07/28/2015	C	100,000	(1)	(1)	Common Stock	41,665	
Series C Preferred Stock	(1)	07/28/2015	C	100,000	(1)	(1)	Common Stock	41,665	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHULER JACK W 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) Security listed in column 1 is directly held by JS Grandchildren 2010 Continuation Trust. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (3) Security listed in column 1 is directly held by Schuler Grandchildren LLC. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (4) Security listed in column 1 is directly held by Tanya Eve Schuler Trust. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (5) Security listed in column 1 is directly held by Tino Hans Schuler Trust. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (6) Security listed in column 1 is directly held by Schuler Grandchildren LLC. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (7) Security listed in column 1 is directly held by Jack W. Schuler Living Trust, of which the Reporting Person is the sole trustee. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

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.