

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 *
Flynn James E

(Last) (First) (Middle)
780 THIRD AVENUE, 37TH FLOOR,
(Street)

NEW YORK, NY 10017

(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)
Possible Member of 10% Group

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 ⁽¹⁾	07/28/2015		C		208,333	A	<u>(1)</u>	208,333 ⁽⁵⁾	I	Through Deerfield Private Design Fund III, L.P. ⁽²⁾ ⁽³⁾
Common Stock	07/28/2015		C		208,333	A	<u>(1)</u>	208,333 ⁽⁵⁾	I	Through Deerfield Special Situations Fund, L.P. ⁽²⁾ ⁽³⁾

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Common Stock	07/28/2015	X ⁽⁴⁾	104,166	A	\$ 12	312,499 ⁽⁵⁾	I	Through Deerfield Private Design Fund III, L.P. ⁽²⁾ ⁽³⁾
Common Stock	07/28/2015	X ⁽⁴⁾	104,166	A	\$ 12	312,499 ⁽⁵⁾	I	Through Deerfield Special Situations Fund, L.P. ⁽²⁾ ⁽³⁾
Common Stock	07/28/2015	S ⁽⁴⁾	83,333	D	\$ 15	229,166 ⁽⁵⁾	I	Through Deerfield Private Design Fund III, L.P. ⁽²⁾ ⁽³⁾
Common Stock	07/28/2015	S ⁽⁴⁾	83,333	D	\$ 15	229,166 ⁽⁵⁾	I	Through Deerfield Special Situations Fund, L.P. ⁽²⁾ ⁽³⁾
Common Stock	07/28/2015	P	200,000	A	\$ 15	429,166 ⁽⁵⁾	I	Through Deerfield Private Design Fund III, L.P. ⁽²⁾ ⁽³⁾
Common Stock	07/28/2015	P	200,000	A	\$ 15	429,166 ⁽⁵⁾	I	Through Deerfield Special Situations Fund, L.P. ⁽²⁾ ⁽³⁾

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8.
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)		
			Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series C Preferred Stock	(1)	07/28/2015	C		500,000	(1) (1)	Common Stock	208,333
Series C Preferred Stock	(1)	07/28/2015	C		500,000	(1) (1)	Common Stock	208,333
Warrants to Purchase	(4)	07/28/2015	X		104,166	(4) (4)	Common Stock	104,166
Warrants to Purchase	(4)	07/28/2015	X		104,166	(4) (4)	Common Stock	104,166

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flynn James E 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017		X		Possible Member of 10% Group
Deerfield Mgmt L.P. 780 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017		X		Possible Member of 10% Group
DEERFIELD MANAGEMENT CO 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017		X		Possible Member of 10% Group

Deerfield Special Situations Fund, L.P. 780 3RD AVENUE 37TH FLOOR NEW YORK, NY 10017	X	Possible Member of 10% Group
Deerfield Mgmt III, L.P. 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017	X	Possible Member of 10% Group
Deerfield Private Design Fund III, L.P. 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017	X	Possible Member of 10% Group

Signatures

/s/ Jonathan Isler 07/28/2015
 **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) Shares of Series C Preferred Stock have no expiration date. Each 2.4 shares of Series C Preferred Stock automatically converted into one share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering of Common Stock.

This Form 4 is being filed by the undersigned as well as the entities listed on the Joint Filer Information Statement attached as an exhibit hereto (the "Reporting Persons"). Deerfield Mgmt III, L.P. is the general partner of Deerfield Private Design Fund III, L.P. ("Fund III") and Deerfield Mgmt, L.P. is the general partner of Deerfield Special Situations Fund, L.P. (together with Fund III, the "Funds"). Deerfield Management Company, L.P. is the investment manager of the Funds. James E. Flynn is the sole member of the general partner of each of Deerfield Mgmt III, L.P., Deerfield Mgmt, L.P. and Deerfield Management Company, L.P.
- (2) In accordance with Instruction 4 (b)(iv) to Form 4, the entire amount of the Issuer's securities held by the Funds is reported herein. For purposes of Section 16 of the Securities Exchange Act of 1934, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.
- (3) The Warrants had a \$12.00 exercise price and were automatically exercised for shares of Common Stock on a net-issuance basis upon consummation of the Issuer's initial public offering of Common Stock.
- (4) All transactions reported herein occurred simultaneously with the closing of the Issuer's initial public offering.

Remarks:

Jonathan Isler, Attorney-in-Fact: Power of Attorney, which is hereby incorporated by reference to Exhibit 24 to a Form 3 with

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.