

Insys Therapeutics, Inc.
Form 4
November 04, 2014

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 *
Babich Michael L

(Last) (First) (Middle)
444 SOUTH ELLIS STREET
(Street)

CHANDLER, AZ 85224

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/03/2014

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 and 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	11/03/2014		M		72,500	A	\$ 2.36
Common Stock	11/03/2014		S ⁽¹⁾		17,922	D	\$ 37.5826
Common Stock	11/03/2014		S ⁽¹⁾		30,197	D	\$ 38.5688
Common Stock	11/03/2014		S ⁽¹⁾		13,661	D	\$ 39.66
Common Stock	11/03/2014		S ⁽¹⁾		10,720	D	

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Common Stock						\$		
						40.4114		
						<u>(5)</u>		
Common Stock	11/04/2014		M	7,500	A	\$ 2.36	177,295	D
Common Stock	11/04/2014		<u>S(1)</u>	7,500	D	\$ 37.2672	169,795	D
						<u>(6)</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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 2.36	11/03/2014		D	72,500	<u>(7)</u> 12/26/2022	Common Stock	72,500
Stock Option (right to buy)	\$ 2.36	11/04/2014		D	7,500	<u>(7)</u> 12/26/2022	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Babich Michael L 444 SOUTH ELLIS STREET CHANDLER, AZ 85224	X		President and CEO	

Signatures

/s/ Michael

Babich

11/04/2014

 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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) The weighted average sales price for the transaction reported was \$37.5826, and the range of prices were between \$37.10 to \$38.10.
- (3) The weighted average sales price for the transaction reported was \$38.5688, and the range of prices were between \$38.12 to \$39.12.
- (4) The weighted average sales price for the transaction reported was \$39.6600 and the range of prices were between \$39.13 to \$40.13.
- (5) The weighted average sales price for the transaction reported was \$40.4114 and the range of prices were between \$40.18 to \$40.90.
- (6) The weighted average sales price for the transaction reported was \$37.2672, and the range of prices were between \$37.00 to \$37.70.
- (7) The option vests in 36 equal monthly installments measured from the grant date of December 27, 2012 and will be fully vested and exercisable on December 27, 2015.

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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