

Luo Mary Z.
Form 4
December 19, 2017

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 *
Zhang Jack Y.

2. Issuer Name and Ticker or Trading Symbol
Amphastar Pharmaceuticals, Inc.
[AMPH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & Chief Scientific Officer

C/O AMPHASTAR
PHARMACEUTICALS,
INC., 11570 6TH STREET
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

RANCHO
CUCAMONGA, CA 91730
(City) (State) (Zip)

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 | 12/15/2017 | | M | 639,584 A \$ 12.023 | 2,537,431 | D | |
| Common Stock | 12/15/2017 | | F | 524,266 D \$ 19.3 | 2,013,165 | D | |
| Common Stock | 12/15/2017 | | M | 373,091 A \$ 12.023 | 1,636,469 | I | See footnote (1) |
| Common Stock | 12/15/2017 | | F | 305,823 D \$ 19.3 | 1,330,646 | I | See footnote |

| | | | |
|--------------|-----------|---|-------------------------|
| Common Stock | 7,461,594 | I | (1) See footnote (2) |
| Common Stock | 5,000 | I | See footnote (3) |
| Common Stock | 200,000 | I | See footnote (4) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Number Shares |
| Employee Stock Option (right to buy) | \$ 12.023 | 12/15/2017 | | M | 639,584 | (5) 07/05/2018 | Common Stock | 639,584 | |
| Employee Stock Option (right to buy) | \$ 12.023 | 12/15/2017 | | M | 373,091 | (5) 07/05/2018 | Common Stock | 373,091 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Zhang Jack Y. C/O AMPHASTAR PHARMACEUTICALS, INC. | X | X | CEO & Chief Scientific Officer | |

11570 6TH STREET
RANCHO CUCAMONGA, CA 91730

Luo Mary Z.
C/O AMPHASTAR PHARMACEUTICALS, INC.
11570 6TH STREET
RANCHO CUCAMONGA, CA 91730

X

X

COO, Chief
Scientist/Chairman

Signatures

/s/ Ken Stupak, by power of attorney for Jack Y.
Zhang

12/18/2017

__Signature of Reporting Person

Date

/s/ Ken Stupak, by power of attorney for Mary Z.
Luo

12/18/2017

__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 securities are held of record by Mary Z. Luo. The reporting persons are husband and wife.
- (2) The shares are held of record by APCL, of which the reporting persons are the sole owners.

The shares are held of record in an account for the benefit of the reporting persons' son. The reporting persons disclaim beneficial ownership of these shares, and the inclusion of these shares in this report should not be deemed an admission of beneficial ownership of any such shares for purposes of Section 16, or for any other purpose.

- (3) The shares are held of record in an account for the benefit of the reporting persons' son. The reporting persons disclaim beneficial ownership of these shares, and the inclusion of these shares in this report should not be deemed an admission of beneficial ownership of any such shares for purposes of Section 16, or for any other purpose.
- (4) The shares are held of record by a trust for the benefit of the reporting persons' son. The reporting persons disclaim beneficial ownership of these shares, and the inclusion of these shares in this report should not be deemed an admission of beneficial ownership of any such shares for purposes of Section 16, or for any other purpose.
- (5) Shares subject to the option are fully vested and immediately exercisable.

Remarks:

Exhibit 24.1 - Zhang Power of Attorney; Exhibit 24.2 - Luo Power of Attorney

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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