

Celano Michael
Form 4/A
February 19, 2019

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Celano Michael

(Last) (First) (Middle)

C/O RECRO PHARMA, INC., 490
LAPP ROAD

(Street)

MALVERN, PA 19355

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Recro Pharma, Inc. [REPH]

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

01/18/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)
01/23/2019

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Operating Officer

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)
Common Stock	01/18/2019		A	Amount 14,464 (1) (6)	(A) or (D) A \$ 0	41,237	D
Common Stock	01/18/2019		M	6,400	A (2)	47,637	D
Common Stock	01/18/2019		F	1,782 (3)	D \$ 7.99	45,855	D

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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
Employee Stock Option (right to buy)	\$ 7.99	01/18/2019		A	67,500 (6)	(4) 01/18/2029	Common Stock 67,500
Restricted Stock Units	(2)	01/18/2019		M	6,400	(5) (5)	Common Stock 6,400

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Celano Michael C/O RECRO PHARMA, INC. 490 LAPP ROAD MALVERN, PA 19355	Chief Operating Officer

Signatures

/s/ Ryan D. Lake, as
attorney-in-fact 02/19/2019

__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).

All of the shares of common stock are represented by restricted stock units that will vest in four equal annual installments beginning

- (1) January 18, 2020, subject to continued employment with the Company. Vested shares will be delivered to the reporting person within 30 days following each respective vesting date.
- (2) Restricted stock units convert into common stock on a one-for-one basis.
- (3) Shares withheld by the Issuer to satisfy applicable withholding taxes upon vesting of restricted stock units..
- (4) The stock option vests in equal monthly installments over 48 months, beginning on the date that is one month from the date of grant, subject to continued employment with the Company.

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(5) On January 18, 2017, the reporting person was granted 25,600 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date.

(6) Due to a clerical error, the reporting person is filing this Amendment to correct the number of options and restricted stock units granted.

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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