Neos Therapeutics, Inc.
Form 4
July 28, 2015

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Iannelli Ralph

(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)
___ Form filed by One Reporting Person
_X_ 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	07/28/2015		C		386,415	A	(1)	393,704	I	See footnote (2)
Common Stock	07/28/2015		C		31,437	A	(1)	425,141	I	See footnote (2)
Common Stock	07/28/2015		C		83,333	A	(1)	508,474	I	See footnote (3)
Common Stock	07/28/2015		C		237,500	A	(1)	745,974	I	See footnote

									(2)
Common Stock	07/28/2015		C	20,833	A	(1)	766,807	I	See footnote (3)
Common Stock	07/28/2015		C	8,333	A	(1)	775,140	I	See footnote (4)
Common Stock	07/28/2015		C	56,874	A	(1)	832,014	I	See footnote (2)
Common Stock	07/28/2015		C	81,249	A	(1)	913,263	I	See footnote (3)
Common Stock	07/28/2015		C	18,332	A	(1)	931,595	I	See footnote (4)
Common Stock	07/28/2015		C	2,958	A	(5)	934,553	I	See footnote (3)
Common Stock	07/28/2015		C	1,666	A	(5)	936,219	I	See footnote (4)
Common Stock	07/28/2015		P	30,000	A	$ 15	966,219	I	See footnote (2)

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

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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 o Number o Shares
Series A Preferred	(1)	07/28/2015		C			927,397	(1)	(1)	Common Stock	386,415

Stock								
Series B Preferred Stock	(1)	07/28/2015	C	75,450	(1)	(1)	Common Stock	31,437
Series B Preferred Stock	(1)	07/28/2015	C	200,000	(1)	(1)	Common Stock	83,333
Series B-1 Preferred Stock	(1)	07/28/2015	C	570,000	(1)	(1)	Common Stock	237,500
Series B-1 Preferred Stock	(1)	07/28/2015	C	50,000	(1)	(1)	Common Stock	20,833
Series B-1 Preferred Stock	(1)	07/28/2015	C	20,000	(1)	(1)	Common Stock	8,333
Series C Preferred Stock	(1)	07/28/2015	C	136,500	(1)	(1)	Common Stock	56,874
Series C Preferred Stock	(1)	07/28/2015	C	195,000	(1)	(1)	Common Stock	81,942
Series C Preferred Stock	(1)	07/28/2015	C	44,000	(1)	(1)	Common Stock	18,332
Preferred Stock Warrant (Right to Buy)	(6)	07/28/2015	X	35,500	(6)	02/19/2020	Series C Preferred Stock	7,100
Preferred Stock Warrant (Right to Buy)	(6)	07/28/2015	X	20,000	(6)	02/19/2020	Series C Preferred Stock	4,000
Series C Preferred Stock	(1)	07/28/2015	C	7,100	(1)	(1)	Common Stock	2,958
Series C Preferred Stock	(1)	07/28/2015	C	4,000	(1)	(1)	Common Stock	1,666

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Iannelli Ralph C/O NEOS THERAPEUTICS, INC. 2940 N. HWY 360 GRAND PRAIRIE, TX 75050		X		
Essex Capital Corp 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 and Series C preferred stock had no expiration date.

(2) The security listed in column 1 is held directly by Essex Capital Corporation ("Essex"), of which Ralph Iannelli is the sole stockholder.

(3) The security listed in column 1 is held directly by KF Investment Partners, LP ("KF"). Essex is the 50% limited partner of KF, and Ralph Iannelli is the General Partner of KF and may be deemed to have voting and dispositive power with respect to such shares. Each Reporting Person disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein.

(4) The security listed in column 1 is held directly in the name of SIU Capital LLC ("SIU"). Essex is the 50% limited partner of SIU, and Ralph Iannelli is the Managing Member of SIU, and may be deemed to have voting and dispositive power with respect to such shares. Each Reporting Person disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein.

(5) Based upon and including the number of shares of common stock listed in column 4 issued upon the automatic conversion of the underlying shares of Series C preferred stock in accordance with Footnote (1) above, such shares of Series C preferred stock issued in accordance with the Cashless Exercise Provision set forth in Footnote (6) below.

(6) The preferred stock warrant was automatically exercised immediately prior to the closing of the Issuer's initial public offering for such number of shares issuable pursuant to a cashless net exercise provision pursuant to which the holder receives a net number of shares of Series C preferred stock based on the fair market value of such stock at the time of exercise, after deducting the aggregate exercise price (the "Cashless Exercise Provision"). The shares of Series C preferred stock have no expiration date.

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