

Neos Therapeutics, Inc.  
Form 4  
July 28, 2015

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
BLUHM ANDREW G

(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		63,753	A	Ⓛ	63,753	I	See Footnotes (2) (3)
Common Stock	07/28/2015		C		205,825	A	Ⓛ	269,578	I	See Footnotes (2) (3)
Common Stock	07/28/2015		C		623,550	A	Ⓛ	893,128	I	See Footnotes (2) (3)
Common Stock	07/28/2015		C		14,230	A	Ⓛ	907,358	I	See Footnotes

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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					Acquired (A)	Disposed of (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Series B Preferred Stock	(1)	07/28/2015		C	V	(A) 153,009	(D)	(1)	(1)	Common Stock	63,753
Series B-1 Preferred Stock	(1)	07/28/2015		C	V	(A) 493,982	(D)	(1)	(1)	Common Stock	205,825
Series C Preferred Stock	(1)	07/28/2015		C	V	(A) 1,496,521	(D)	(1)	(1)	Common Stock	623,550
Preferred Stock Warrant (Right to Buy)	(4)	07/28/2015		X	V	(A) 170,766	(D)	(4)	(4)	Series C Preferred Stock	34,153
Series C Preferred Stock	(1)	07/28/2015		C	V	(A) 34,153	(D)	(1)	(1)	Common Stock	14,230

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

BLUHM ANDREW G  
C/O NEOS THERAPEUTICS, INC.  
2940 N. HWY 360  
GRAND PRAIRIE, TX 75050

X

Delaware Street Capital Master Fund, L.P. C/O NEOS THERAPEUTICS, INC. 2940 N. HWY 360 GRAND PRAIRIE, TX 75050	X
DSC Advisors, L.L.C. C/O NEOS THERAPEUTICS, INC. 2940 N. HWY 360 GRAND PRAIRIE, TX 75050	X
DSC Advisors, L.P. C/O NEOS THERAPEUTICS, INC. 2940 N. HWY 360 GRAND PRAIRIE, TX 75050	X
DSC Managers, L.L.C. C/O NEOS THERAPEUTICS, INC. 2940 N. HWY 360 GRAND PRAIRIE, TX 75050	X
DELAWARE STREET CAPITAL L P C/O NEOS THERAPEUTICS, INC. 2940 N. HWY 360 GRAND PRAIRIE, TX 75050	X

## Signatures

/s/ Andrew Bluhm	07/28/2015
__Signature of Reporting Person	Date
DSC Advisors, L.P., by: DSC Advisors, L.L.C., the general partner of DSC Advisors, L.P., by: /s/ Andrew Bluhm, managing member	07/28/2015
__Signature of Reporting Person	Date
DSC Advisors, L.L.C., by: /s/ Andrew Bluhm, managing member	07/28/2015
__Signature of Reporting Person	Date
DSC Managers, L.L.C., by: /s/ Andrew Bluhm, managing member	07/28/2015
__Signature of Reporting Person	Date
Delaware Street Capital Master Fund, L.P., by: DSC Managers, L.L.C., the general partner of Delaware Street Capital Master Fund, L.P., by: /s/ Andrew Bluhm	07/28/2015
__Signature of Reporting Person	Date
Delaware Street Capital, L.P., by: DSC Managers, L.L.C., the general partner of Delaware Street Capital, L.P., by: /s/ Andrew Bluhm, managing member	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, Series B-1 preferred stock and Series C preferred stock had no expiration date.

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Delaware Street Capital Master Fund, L.P. directly owns all of the securities set forth in column 1. As the principal of (i) DSC Advisors, L.L.C., the general partner of DSC Advisors, L.P. ("IM"), the investment manager to Delaware Street Capital Master Fund, L.P., and (ii) DSC Managers, L.L.C. ("GP"), the general partner of Delaware Street Capital Master Fund, L.P. and Delaware Street Capital, L.P.,

- (2) Andrew Bluhm may be deemed the beneficial owner of a portion of the securities owned by Delaware Street Capital Master Fund, L.P. Delaware Street Capital, L.P. is a "feeder fund" that invests all or substantially all of its investable assets in Delaware Street Capital Master Fund, L.P. An affiliate of IM, GP has granted all discretion over Delaware Street Capital Master Fund, L.P.'s investment activities to IM. IM does not have a pecuniary interest in Delaware Street Capital Master Fund, L.P.

Pursuant to Rule 16a-1 under the Securities Exchange Act of 1934, as amended (the "Act"), each of the Reporting Persons may be deemed to be the beneficial owner of the securities reported herein to the extent of his or its pecuniary interest therein, but this filing shall not be deemed an admission that any Reporting Person is or was, for the purposes of Section 16 of the Act of otherwise, a beneficial owner of any securities of the Issuer. Such beneficial ownership is and was expressly disclaimed by each of the Reporting Persons except to the extent of their pecuniary interests.

- (4) 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..

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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