

Neos Therapeutics, Inc.
Form 3
July 22, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| ROBITAILLE GREGORY J | | (Month/Day/Year) | Neos Therapeutics, Inc. [NEOS] | |
| (Last) | (First) | (Middle) | 07/22/2015 | |
| C/O NEOS THERAPEUTICS, INC., 2940 N. HIGHWAY 360 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| GRAND PRAIRIE, TX 75050 | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 25,710 | D | |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|--------------------------|----------------------------|----------|----------------------------|---|
| Series B Preferred Stock | Â (1) | Â (1) | Common Stock | 3,604 | \$ (1) | D | Â |
| Series B-1 Preferred Stock | Â (1) | Â (1) | Common Stock | 9,458 | \$ (1) | D | Â |
| Series C Preferred Stock | Â (1) | Â (1) | Common Stock | 8,703 | \$ (1) | D | Â |
| Stock Option (Right to Buy) | Â (2) | 02/19/2025 | Common Stock | 10,416 | \$ 9.32 | D | Â |
| Preferred Stock Warrant (Right to Buy) | Â (3) | 02/23/2018 | Series C Preferred Stock | 4,200 | \$ 5 (3) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ROBITAILLE GREGORY J C/O NEOS THERAPEUTICS, INC. 2940 N. HIGHWAY 360 GRAND PRAIRIE, TX 75050 | Â X | Â | Â | Â |

Signatures

/s/ Benjamin Piper,
attorney-in-fact

07/22/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 Series B preferred stock, Series B-1 preferred stock and Series C preferred stock are convertible into common stock on a 2.4-for-1 basis into the number of shares of common stock as shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering. The Series B preferred stock, Series B-1 preferred stock and Series C preferred stock have no expiration date.
- (2) This option vests over a four-year period at a rate of 25% on February 19, 2016 and in 36 equal monthly installments thereafter.
- (3) The warrant is exercisable at the earlier of (i) the holder's election for the number of shares of Series C preferred stock (a) shown in column 3 at a price of \$5.00 per share of Series C preferred stock or (b) such number of shares issuable pursuant to a cashless net exercise provision pursuant to which the holder surrenders the warrant and 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"); and (ii) immediately prior to the closing of the Issuer's initial public offering pursuant to the Cashless Exercise Provision.

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Remarks:

Exhibit List: Exhibit 24.1 - 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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