

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 * Iannelli Ralph (Last) (First) (Middle) C/O NEOS THERAPEUTICS, INC., 2940 N. HIGHWAY 360 (Street) GRAND PRAIRIE, TX 75050 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/22/2015	3. Issuer Name and Ticker or Trading Symbol Neos Therapeutics, Inc. [NEOS]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> Officer <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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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	7,289	I	See Footnote ⁽¹⁾

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) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (2)	Â (2)	Common Stock	386,415	\$ (2)	I	See Footnote (1)
Series B Preferred Stock	Â (2)	Â (2)	Common Stock	31,437	\$ (2)	I	See Footnote (1)
Series B Preferred Stock	Â (2)	Â (2)	Common Stock	83,333	\$ (2)	I	See Footnote (3)
Series B-1 Preferred Stock	Â (2)	Â (2)	Common Stock	237,500	\$ (2)	I	See Footnote (1)
Series B-1 Preferred Stock	Â (2)	Â (2)	Common Stock	20,833	\$ (2)	I	See Footnote (3)
Series B-1 Preferred Stock	Â (2)	Â (2)	Common Stock	8,333	\$ (2)	I	See Footnote (4)
Series C Preferred Stock	Â (2)	Â (2)	Common Stock	56,874	\$ (2)	I	See Footnote (1)
Series C Preferred Stock	Â (2)	Â (2)	Common Stock	81,249	\$ (2)	I	See Footnote (3)
Series C Preferred Stock	Â (2)	Â (2)	Common Stock	18,332	\$ (2)	I	See Footnote (4)
Common Stock Warrant (Right to Buy)	Â (5)	10/28/2016	Common Stock	33,903	\$ 0.024	I	See Footnote (1)
Common Stock Warrant (Right to Buy)	Â (5)	10/28/2016	Common Stock	5,208	\$ 0.024	I	See Footnote (3)
Common Stock Warrant (Right to Buy)	Â (2)	10/28/2016	Common Stock	1,577	\$ 0.024	I	See Footnote (4)
Preferred Stock Warrant (Right to Buy)	Â (6)	02/19/2018	Series C Preferred Stock	14,791 (6)	\$ 5 (6)	I	See Footnote (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Iannelli Ralph C/O NEOS THERAPEUTICS, INC. 2940 N. HIGHWAY 360 GRAND PRAIRIE, TX 75050	Â	Â X	Â	Â
Essex Capital Corp C/O NEOS THERAPEUTICS, INC. 2940 N. HIGHWAY 360 GRAND PRAIRIE, TX 75050	Â	Â X	Â	Â

Signatures

/s/ Benjamin Piper,
attorney-in-fact 07/22/2015

__Signature of Reporting Person Date

/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) Security listed in column 1 is held directly by Essex Capital Corporation ("Essex"), of which Ralph Iannelli is the sole stockholder.
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) 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.
- (3) Security listed in column 1 is held directly in the name of 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.
- (4) The warrant is exercisable at any time at the holder's election for the number of shares of common stock shown in column 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.