

Neos Therapeutics, Inc.
Form 4
July 28, 2015

FORM 4

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

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).

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 *
Kearny Venture Associates II LLC

(Last) (First) (Middle)

C/O NEOS THERAPEUTICS, INC., 2940 N. HWY 360

(Street)

GRANT 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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	07/28/2015		C		180,217	A	180,217	I	See Footnote (2)
Common Stock	07/28/2015		C		472,897	A	653,114	I	See Footnote (2)
Common Stock	07/28/2015		C		561,938	A	1,215,052	I	See Footnote (2)

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) or Disposed of (D) (Instr. 3, 4, and 5)			Title	Amount or Number of Shares
Series B Preferred Stock	<u>(1)</u>	07/28/2015		C	V	(A) 432,523	<u>(1)</u>	<u>(1)</u>	Common Stock 180,217
Series B-1 Preferred Stock	<u>(1)</u>	07/28/2015		C	V	(A) 1,134,954	<u>(1)</u>	<u>(1)</u>	Common Stock 472,897
Series C Preferred Stock	<u>(1)</u>	07/28/2015		C	V	(A) 1,348,655	<u>(1)</u>	<u>(1)</u>	Common Stock 561,938

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kearny Venture Associates II LLC C/O NEOS THERAPEUTICS, INC. 2940 N. HWY 360 GRANT PRAIRIE, TX 75050		X		
BURRILL LIFE SCIENES CAPITAL FUND III L P C/O NEOS THERAPEUTICS, INC. 2940 N. HWY 360 GRANT PRAIRIE, TX 75050		X		
Castelein Caley C/O NEOS THERAPEUTICS, INC. 2940 N. HWY 360 GRANT PRAIRIE, TX 75050		X		
Dalal Anupam C/O NEOS THERAPEUTICS, INC. 2940 N. HWY 360		X		

GRANT PRAIRIE, TX 75050

Signatures

Kearny Venture Associates II, LLC, by: /s/ Caley Castelein, Managing Member	07/28/2015
__Signature of Reporting Person	Date
Burrill Life Sciences Capital Fund III, L.P. by: its General Partner Kearny Venture Associates II, LLC, by: /s/ Caley Castelein, Managing Member	07/28/2015
__Signature of Reporting Person	Date
/s/ Caley Castelein	07/28/2015
__Signature of Reporting Person	Date
/s/ Anupam Dalal	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 (prior to the Company's 2.4-for-1 reverse common stock split the preferred stock would have converted on a 1-for-1 basis pursuant to its terms). The shares of Series B preferred stock, Series B-1 preferred stock and Series C preferred stock had no expiration date.
 - (2) The security listed in column 1 is held directly by Burrill Life Sciences Capital Fund III, L.P. ("Burrill"). Kearny Venture Associates II, LLC ("KVA II"), is the General Partner of Burrill. Caley Castelein and Anupam Dalal are the managing members of KVA II and share both voting power and disposal power over the shares. Each Reporting Person disclaims beneficial ownership of the Securities, except to the extent of its pecuniary interest therein.

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.