

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)

| | | | | | |
|--|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Flynn James E</p> <p>(Last) (First) (Middle)</p> <p>780 THIRD AVENUE, 37TH FLOOR</p> <p>(Street)</p> <p>NEW YORK, Â NY Â 10017</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/22/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Neos Therapeutics, Inc. [NEOS]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___X___ 10% Owner ___ Officer ___X___ Other (give title below) (specify below) Possible Member of 10% Group</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person ___X___ Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|--|--|---|--|
| <p>1. Title of Security (Instr. 4)</p> | <p>2. Amount of Securities Beneficially Owned (Instr. 4)</p> | <p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p> | <p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|--|--|---|--|

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)

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

(Instr. 5)

| | | | | | | | |
|---|--------------|--------------|--------------|-----------------------|---------------|---|--|
| Series C Preferred Stock | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 208,333 <u>(1)</u> | \$ <u>(1)</u> | I | Through Deerfield Private Design Fund III, L.P. <u>(2)</u> <u>(3)</u> |
| Series C Preferred Stock | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 208,333 <u>(1)</u> | \$ <u>(1)</u> | I | Through Deerfield Special Situations Fund, L.P. <u>(2)</u> <u>(3)</u> |
| Warrants to Purchase Series C Preferred Stock | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock | 104,166 | \$ <u>(4)</u> | I | Through Deerfield Private Design Fund III, L.P. <u>(2)</u> <u>(3)</u> |
| Warrants to Purchase Series C Preferred Stock | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock | 104,166 | \$ <u>(4)</u> | I | Through Deerfield Special Situations Fund, L.P. <u>(2)</u> <u>(3)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|---|---------------|-----------|---------|-------|------------------------------|
| | Director | 10% Owner | Officer | Other | |
| Flynn James E 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017 | Â | Â X | Â | | Possible Member of 10% Group |
| Deerfield Mgmt L.P. 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017 | Â | Â X | Â | | Possible Member of 10% Group |
| Deerfield Mgmt III, L.P. 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017 | Â | Â X | Â | | Possible Member of 10% Group |
| DEERFIELD MANAGEMENT CO 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017 | Â | Â X | Â | | Possible Member of 10% Group |
| Deerfield Private Design Fund III, L.P. 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017 | Â | Â X | Â | | Possible Member of 10% Group |
| Deerfield Special Situations Fund, L.P. 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017 | Â | Â X | Â | | Possible Member of 10% Group |

Signatures

/s/ Jonathan Isler 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) Shares of Series C Convertible Preferred Stock have no expiration date. Each 2.4 shares of Series C Preferred Stock will automatically convert into one share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering of Common Stock.

This Form 3 is being filed by the undersigned as well as the entities listed on the Joint Filer Information Statement attached as an exhibit hereto (the "Reporting Persons"). Deerfield Mgmt III, L.P. is the general partner of Deerfield Private Design Fund III, L.P. ("Fund III"). Deerfield Mgmt L.P. is the general partner of Deerfield Special Situations Fund, L.P. (collectively with Fund III, the "Funds"). Deerfield Management Company, L.P. is the investment manager of the Funds. James E. Flynn is the sole member of the general partner of each of Deerfield Mgmt III, L.P., Deerfield Mgmt, L.P. and Deerfield Management Company, L.P.
- (2) In accordance with Instruction 5 (b)(iv) to Form 3, the entire amount of the Issuer's securities held by the Funds is reported herein. For purposes of Section 16 of the Securities Exchange Act of 1934, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.
- (3) The Warrants to Purchase Series C Preferred Stock have a \$12.00 exercise price and are automatically exercised for shares of Common Stock on a net issuance basis upon consummation of the Issuer's initial public offering of Common Stock.
- (4)

Â

Remarks:

PleaseÂ seeÂ JointÂ FilerÂ InformationÂ StatementÂ attachedÂ asÂ ExhibitÂ 99Â hereto.

JonathanÂ Isler,Â signingÂ asÂ Attorney-in-Fact:Â PowerÂ ofÂ Attorney,Â incorporatedÂ byÂ referenceÂ toÂ ExhibitÂ 24

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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