### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### FORM 8-K

### CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event Reported): November 8, 2023

Amp	hastar Pharmaceuticals, Ind	C.
(Exact N	lame of Registrant as Specified in Char	ter)
<b>Delaware</b> (State or Other Jurisdiction of Incorporation)	<b>001-36509</b> (Commission File Number)	<b>33-0702205</b> (I.R.S. Employer Identification Number)
11570 6th Street Rancho Cucamonga, California (Address of Principal Executive Offic		<b>91730</b> (Zip Code)
Registrant's telep	phone number, including area code: (90	9) 980-9484
Check the appropriate box below if the Form 8-K fi any of the following provisions:	ling is intended to simultaneously satisf	y the filing obligation of the registrant under
<ul> <li>□ Written communications pursuant to Rule</li> <li>□ Soliciting material pursuant to Rule 14a-1</li> <li>□ Pre-commencement communications pur</li> <li>□ Pre-commencement communications pur</li> </ul>	I2 under the Exchange Act (17 CFR 24 rsuant to Rule 14d-2(b) under the Exch	0.14a-12) ange Act (17 CFR 240.14d-2(b))
Securities registered pursuant to Section 12(b) of t	he Act:	
Title of each class Common Stock, par value \$0.0001 per share	Trading Symbol(s)  AMPH	Name of each exchange on which registered  The NASDAQ Stock Market LLC
Indicate by check mark whether the registrant is ar (§230.405 of this chapter) or Rule 12b-2 of the Sec	n emerging growth company as defined	in Rule 405 of the Securities Act of 1933
If an emerging growth company, indicate by check	mark if the registrant has elected not to	use the extended transition period for
complying with any new or revised financial accour	· ·	•

#### Item 2.02. Results of Operations and Financial Condition.

On November 8, 2023, Amphastar Pharmaceuticals, Inc. issued a press release announcing its financial results for the three months ended September 30, 2023. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

#### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Description

Exhibit No. 99.1 Press release, dated November 8, 2023, issued by Amphastar Pharmaceuticals, Inc. 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

#### **SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 8, 2023 Amphastar Pharmaceuticals, Inc.

By: /s/ WILLIAM J. PETERS
William J. Peters
Chief Financial Officer, Executive Vice President and Treasurer

#### Amphastar Pharmaceuticals Reports Financial Results for the Three Months Ended September 30, 2023

Reports Net Revenues of \$180.6 Million for the Three Months Ended September 30, 2023

RANCHO CUCAMONGA, CA – November 8, 2023 – Amphastar Pharmaceuticals, Inc. (NASDAQ: AMPH) ("Amphastar" or the "Company") today reported results for the three months ended September 30, 2023.

#### Third Quarter Highlights

- Net revenues of \$180.6 million for the third quarter
- GAAP net income of \$49.2 million, or \$0.91 per share, for the third quarter
- Adjusted non-GAAP net income of \$61.9 million, or \$1.15 per share, for the third quarter

Dr. Jack Zhang, Amphastar's President and Chief Executive Officer, commented: "We are pleased to announce strong results driven by the success of our diabetes portfolio, particularly following the strategic acquisition of BAQSIMI® and the continued strength of our generic glucagon product. As we move forward, we anticipate that our strong pipeline will continue to drive growth in the future."

		Three Months Ended September 30,			Nine Months Ende September 30,				
	_	2023 2022		2023			2022		
	(in thousands, except per share data)								
Net revenues	\$	180,556	\$	120,129	\$	466,290	\$	363,964	
GAAP net income	\$	49,222	\$	15,874	\$	101,378	\$	57,473	
Adjusted non-GAAP net income*	\$	61,898	\$	20,232	\$	128,823	\$	65,548	
GAAP diluted EPS	\$	0.91	\$	0.30	\$	1.91	\$	1.09	
Adjusted non-GAAP diluted EPS*	\$	1.15	\$	0.38	\$	2.43	\$	1.24	

<sup>\*</sup> Adjusted non-GAAP net income and adjusted non-GAAP diluted EPS are non-GAAP financial measures. Please see the discussion in the section entitled "Non-GAAP Financial Measures" and the reconciliation of GAAP to non-GAAP financial measures in Table III of this press release.

#### Third Quarter Results

		Ionths Ended ember 30,	Chan	ge
	2023	2022	Dollars	<u>%</u>
		(in thousands)		
Product revenues:				
Glucagon	\$ 29,514	\$ 14,224	\$ 15,290	107 %
Primatene MIST®	24,834	18,359	6,475	35 %
Epinephrine	20,199	19,502	697	4 %
Lidocaine	15,522	12,621	2,901	23 %
Enoxaparin	7,702	7,983	(281)	(4)%
Phytonadione	7,449	13,978	(6,529)	(47)%
Naloxone	4,715	6,818	(2,103)	(31)%
Other finished pharmaceutical products	37,730	23,635	14,095	60 %
Total finished pharmaceutical products net revenues	\$ 147,665	\$ 117,120	\$ 30,545	26 %
API	4,190	3,009	1,181	39 %
Other revenues	28,701	_	28,701	N/A
Total product revenues, net	\$ 180,556	\$ 120,129	\$ 60,427	50 %

Changes in product revenues as compared to the third quarter of the prior year were primarily driven by:

• Glucagon sales increased primarily due to an increase in unit volumes, as a result of two suppliers discontinuing their glucagon injection products at the end of 2022

- Primatene MIST® sales increased due to an increase in unit volumes
- Lidocaine sales increased primarily due to an increase in unit volumes, as a result of supplier shortages
- Phytonadione sales decreased due to lower unit volumes, as a result of increased competition
- Sales of naloxone decreased due to lower unit volumes, as a result of increased competition
- Other finished pharmaceutical product sales increased primarily due to:
  - Higher unit volumes of dextrose, atropine, calcium chloride, and sodium bicarbonate, due to increased demand caused by supplier shortages during the quarter
  - A full quarter of sales for vasopressin, which was launched in August 2022
  - o Launch of regadenoson in April 2023
- Active Pharmaceutical ingredient ("API") sales increased primarily due to the timing of customer purchases

Other revenues are comprised of net revenues from the sales of BAQSIMI® of \$28.7 million during the three months ended September 30, 2023, which was recognized on a net basis similar to a royalty and based on Eli Lilly & Company's ("Lilly") reported BAQSIMI® net sales of \$48.7 million. Currently, BAQSIMI® is being sold by Lilly on our behalf under the Transition Services Agreement ("TSA") with Lilly, whereby Lilly would provide certain services to support the transition of the BAQSIMI® operations to us. Once Amphastar takes over the distribution of BAQSIMI®, Amphastar will recognize the entire revenue amount. This revenue recognition change is expected to be phased in by country during 2024.

	Three Mo	onths Ei			Change	
	 2023		2022		Dollars	%
	 		in thousands)			
Net revenues	\$ 180,556	\$	120,129	\$	60,427	50 %
Cost of revenues	72,153		61,619		10,534	17 %
Gross profit	\$ 108,403	\$	58,510	\$	49,893	85 %
as % of net revenues	 60%		49%			

Changes in the cost of revenues and gross margin were primarily driven by:

- Increased sales of higher-margin products such as glucagon and Primatene MIST®, the sales of ganirelix and
  vasopressin that were launched in 2022, as well as the sales of regadenoson, which we launched in April 2023
- As a result of the TSA, the revenue relating to BAQSIMI® is recognized on a net basis within net revenues.

	Three Months Ended September 30, Change								
		2023 2022		2022		Dollars	%		
			(i	n thousands)					
Selling, distribution, and marketing	\$	6,407	\$	4,784	\$	1,623	34 %		
General and administrative		12,654		11,984		670	6 %		
Research and development		16,664		18,514		(1,850)	(10)%		
Non-operating income (expense), net		(9,041)		(632)		(8,409)	NM		

- Selling, distribution, and marketing expenses increased primarily due to expenses related to the expansion of our sales force related to BAQSIMI®, as well as an increase in advertising spending for Primatene MIST®
- General and administrative expenses increased primarily due to an increase in salary and personnel-related expenses, as
  well as costs related to the acquisition of BAQSIMI®, which was partially offset by a decrease in legal fees
- Research and development expenses decreased due to:
  - Decrease in clinical trials expense
  - Decreases in materials and supply expense, as a result of a ramp-up of expenses in 2022 for AMP-018 and our insulin pipeline products
  - This decrease was partially offset by an increase in salary and personnel-related expenses
- The change in non-operating expenses, net is primarily a result of:
  - Foreign currency fluctuations
  - Costs incurred in connection with the syndicated credit agreement we entered into with Wells Fargo Bank, as syndication agent, to finance the acquisition of BAQSIMI®

Mark-to-market adjustments relating to our interest rate swap contracts

Cash flow provided by operating activities for the nine months ended September 30, 2023 was \$159.6 million.

#### **Pipeline Information**

The Company currently has three ANDAs on file with the FDA targeting products with a market size of over \$3 billion, three biosimilar products in development targeting products with a market size of over \$10 billion, and six generic products in development targeting products with a market size of over \$8 billion. This market information is based on IQVIA data for the 12 months ended September 30, 2023. The Company is developing multiple proprietary products with injectable and intranasal dosage forms.

Amphastar's Chinese subsidiary, ANP, currently has 17 Drug Master Files, or DMFs, on file with the FDA and is developing several additional DMFs.

#### Company Information

Amphastar is a bio-pharmaceutical company that focuses primarily on developing, manufacturing, marketing, and selling technically-challenging generic and proprietary injectable, inhalation, and intranasal products. Additionally, the Company sells insulin API products. Most of the Company's finished products are used in hospital or urgent care clinical settings and are primarily contracted and distributed through group purchasing organizations and drug wholesalers. More information and resources are available at www.amphastar.com.

Amphastar's logo and other trademarks or service marks of Amphastar, including, but not limited to Amphastar®, BAQSIMI®, Primatene MIST®, REXTOVY®, Amphadase®, and Cortrosyn®, are the property of Amphastar.

#### Non-GAAP Financial Measures

To supplement its consolidated financial statements, which are prepared and presented in accordance with U.S. generally accepted accounting principles ("GAAP"), the Company is disclosing non-GAAP financial measures when providing financial results. The Company believes that an evaluation of its ongoing operations (and comparisons of its current operations with historical and future operations) would be difficult if the disclosure of its financial results were limited to financial measures prepared only in accordance with GAAP. As a result, the Company is disclosing certain non-GAAP results, including (i) Adjusted non-GAAP net income (loss) and (ii) Adjusted non-GAAP diluted EPS, which exclude amortization expense, share-based compensation, impairment charges, expenses related to our acquisition of BAQSIMI®, debt issuance costs, legal settlements, and other one-time events in order to supplement investors' and other readers' understanding and assessment of the Company's financial performance because the Company's management uses these measures internally for forecasting, budgeting, and measuring its operating performance. Whenever the Company uses such non-GAAP measures, it will provide a reconciliation of non-GAAP financial measures to their most directly comparable GAAP financial measures to their most directly comparable GAAP measures to their most directly comparable GAAP measures only as a supplement to, not as a substitute for or as a superior measure to, measures of financial performance prepared in accordance with GAAP.

#### Conference Call Information

The Company will hold a conference call to discuss its financial results today, November 8, 2023, at 2:00 p.m. Pacific Time.

To access the conference call, dial toll-free (877) 407-0989 or (201) 389-0921 for international callers, ten minutes before the conference.

The call can also be accessed on the Investors page on the Company's website at www.amphastar.com.

#### Forward-Looking Statements

All statements in this press release and in the conference call referenced above that are not historical are forward-looking

statements, including, among other things, statements relating to our expectations regarding future financial performance and business trends, our future growth, sales and marketing of our products, market size and expansion, product portfolio, product development, the timing of FDA filings or approvals, including the DMFs of ANP, the timing of product launches, acquisitions and other matters related to our pipeline of product candidates, the timing and results of clinical trials, the prospective benefits of the acquisition of BAOSIMI®, and other future events, including potential contingent consideration amounts and terms related to the acquisition of BAQSIMI®, the anticipated benefits of BAQSIMI® to our product portfolio, Amphastar's commitment to strategically maximizing the commercial potential of BAQSIMI®, and other future events. These statements are not facts but rather are based on Amphastar's historical performance and our current expectations, estimates, and projections regarding our business, operations, and other similar or related factors. Words such as "may," "might," "will," "could," "would," "should," "anticipate," "predict," "potential," "continue," "expect," "intend," "plan," "project," "believe," "estimate," and other similar or related expressions are used to identify these forward-looking statements, although not all forward-looking statements contain these words. You should not place undue reliance on forward-looking statements because they involve known and unknown risks, uncertainties, and assumptions that are difficult or impossible to predict and, in some cases, beyond Amphastar's control. Actual results may differ materially from those in the forward-looking statements as a result of a number of factors, including those described in Amphastar's filings with the Securities and Exchange Commission, including in our Annual Report on Form 10-K for the year ended December 31, 2022, filed with the SEC on March 1, 2023, in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2023, filed with the SEC on May 9, 2023, and in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2023, filed with the SEC on August 8, 2023. In particular, there can be no guarantee that the acquisition of BAQSIMI® will be beneficial to our business, that any event, change or other circumstance could cause the results of the acquisition and integration of BAQSIMI® into our product portfolio to differ from Amphastar's expectation, that all or any of the contingent consideration will be payable on the terms described herein or at all, or that Amphastar can reliably predict the impact of BAQSIMI® on its financial results or financial guidance. You can locate these reports through our website at http://ir.amphastar.com and on the SEC's website at www.sec.gov. The forward-looking statements in this release speak only as of the date of the release. Amphastar undertakes no obligation to revise or update information or any forward-looking statements in this press release or the conference call referenced above to reflect events or circumstances in the future, even if new information becomes available or if subsequent events cause our expectations to change.

Contact Information:

Amphastar Pharmaceuticals, Inc. Bill Peters Chief Financial Officer (909) 476-3416

Table I Amphastar Pharmaceuticals, Inc. Condensed Consolidated Statement of Operations (Unaudited; in thousands, except per share data)

		Three Mon				Nine Mon Septem			
	_	2023		2022		2023		2022	
Net revenues:									
Product revenues, net	\$	151,855	\$	120,129	\$	437,589	\$	363,964	
Other revenues	Ψ.	28,701	4		Ψ	28,701	Ψ	_	
Net revenues	_	180,556		120,129	_	466,290	_	363,964	
					_				
Cost of revenues		72,153		61,619		211,309		186,272	
Gross profit		108,403		58,510	_	254,981	-	177,692	
Operating expenses:									
Selling, distribution, and marketing		6,407		4,784		20,234		16,059	
General and administrative		12,654		11,984		38,418		34,433	
Research and development		16,664		18,514		53,322		57,535	
Total operating expenses	_	35,725		35,282		111,974		108,027	
Income from operations		72,678		23,228		143,007		69,665	
Non-operating income (expenses), net	_	(9,041)		(632)	_	(12,993)	_	5,115	
Income before income taxes		63,637		22,596		130,014		74,780	
Income tax provision		14,025		6,559		27,160		16,187	
Net income before equity in losses of unconsolidated affiliate	_	49,612		16,037		102,854		58,593	
Equity in losses of unconsolidated affiliate		(390)		(163)		(1,476)		(1,120)	
Net income	\$	49,222	\$	15,874	\$	101,378	\$	57,473	
Net income per share:									
Basic	\$	1.01	\$	0.32	\$	2.10	\$	1.18	
Diluted	\$	0.91	\$	0.30	\$	1.91	\$	1.09	
Weighted-average shares used to compute net income per share:									
Basic		48,701		48,904		48,368		48,635	
Diluted		53,921		52,788		52,997		52,665	
		,		,				, -	

# Table II Amphastar Pharmaceuticals, Inc. Condensed Consolidated Balance Sheets (Unaudited; in thousands, except share data)

	Septer 2			cember 31, 2022
ASSETS	,	(unaudited)		
Current assets:				
Cash and cash equivalents	\$	266,778	\$	156,098
Restricted cash	-	4,259	•	235
Short-term investments		33,098		19,664
Restricted short-term investments		2,200		2,200
Accounts receivable, net		118,990		88,804
Inventories		109,978		103,584
Income tax refunds and deposits		1,506		171
Prepaid expenses and other assets		6,196		7,563
Total current assets	-	543,005	-	378,319
Total Carrent assets		3 13,003		370,317
Property, plant, and equipment, net		280,836		238,266
Finance lease right-of-use assets		610		753
Operating lease right-of-use assets		32,666		25,554
Investment in unconsolidated affiliate		1,026		2,414
Goodwill and intangible assets, net		619,351		37,298
Long-term investments		972		37,270
Other assets		25,299		20,856
Deferred tax assets		40,868		38,527
	\$	1,544,633	\$	741,987
Total assets	Ф	1,344,033	Ф	741,987
THE DISTRICT AND CITE CANADA DEDCH DOLLARY				
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities:	Ф	222 710	Φ	0.4.0.40
Accounts payable and accrued liabilities	\$	222,719	\$	84,242
Income taxes payable		31,092		4,571
Current portion of long-term debt		433		3,046
Current portion of operating lease liabilities		3,719		3,003
Total current liabilities		257,963		94,862
Long-term reserve for income tax liabilities		7,225		7,225
Long-term debt, net of current portion and unamortized debt issuance costs		638,206		72,839
Long-term operating lease liabilities, net of current portion		30,199		23,694
Deferred tax liabilities		201		144
Other long-term liabilities		15,699		14,565
Total liabilities		949,493		213,329
Commitments and contingencies				
Stockholders' equity:				
Preferred stock: par value \$0.0001; 20,000,000 shares authorized; no shares issued and				
outstanding		_		_
Common stock: par value \$0.0001; 300,000,000 shares authorized; 59,220,178 and				
47,898,466 shares issued and outstanding as of September 30, 2023 and 58,110,231				
and 48,112,069 shares issued and outstanding as of December 31, 2022, respectively		6		6
Additional paid-in capital		477,880		455,077
Retained earnings		373,102		271,723
Accumulated other comprehensive loss		(8,411)		(8,624)
Treasury stock		(247,437)		(189,524)
Total equity		595,140		528,658
Total liabilities and stockholders' equity	\$	1,544,633	\$	741,987
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# Table III Amphastar Pharmaceuticals, Inc. Reconciliation of Non-GAAP Measures (Unaudited; in thousands, except per share data)

	Three Months Ended September 30,				Nine Month Septembe				
	_	2023	2	2022	_	2023	_	2022	
GAAP net income	\$ 4	49,222	\$ 1	5,874	\$	101,378	\$	57,473	
Adjusted for:									
Intangible amortization		6,168		392		6,651		1,088	
Share-based compensation		4,644		4,299		15,620		13,556	
Impairment of long-lived assets		474		_		3,174			
Expenses related to BAQSIMI® acquisition		2,182		_		3,682		_	
Debt issuance costs		3,019		_		6,043		_	
Litigation settlements		_		800		_		(4,929)	
Income tax provision on pre-tax adjustments		(3,811)	(	1,133)		(7,725)		(1,640)	
Non-GAAP net income	\$ (	51,898	\$ 2	0,232	\$	128,823	\$	65,548	
	_								
Non-GAAP net income per share:									
Basic	\$	1.27	\$	0.41	\$	2.66	\$	1.35	
Diluted	\$	1.15	\$	0.38	\$	2.43	\$	1.24	
Weighted-average shares used to compute non-GAAP net income per									
share:									
Basic	4	48,701	4	8,904		48,368		48,635	
Diluted		53,921	5	2,788		52,997		52,665	

	Three Months Ended September 30, 2023										
	Cost of revenue	distr	elling, ribution narketing	General and administrative		Research and development		Non-operating income (expense), net			Income provision
GAAP	\$ 72,153	\$	6,407	\$	12,654	\$	16,664	\$	(9,041)	\$	14,025
Intangible amortization	(6,149)		_		34		(53)		_		_
Share-based compensation	(1,004)		(213)		(2,975)		(452)		_		_
Impairment of long-lived assets	(470)		_		(4)		_		_		_
Expenses related to BAQSIMI®											
acquisition	_		_		(357)		_		1,825		_
Debt issuance costs	_		_		_		_		3,019		_
Income tax provision on pre-tax											
adjustments	_		_		_		_		_		3,811
Non-GAAP	\$ 64,530	\$	6,194	\$	9,352	\$	16,159	\$	(4,197)	\$	17,836

	Three Months Ended September 30, 2022											
	Cost of revenue	Selling, distribution and marketing	General and administrative	Research and development	Non-operating income (expense), net	Income tax provision						
GAAP	\$ 61,619	\$ 4,784	\$ 11,984	\$ 18,514	\$ (632)	\$ 6,559						
Intangible amortization	(206)	_	(186)	_	_	_						
Share-based compensation	(915)	(178)	(2,810)	(396)	_	_						
Litigation settlements	_	_	(800)	_	_	_						
Income tax provision on pre-tax												
adjustments						1,133						
Non-GAAP	\$ 60,498	\$ 4,606	\$ 8,188	\$ 18,118	\$ (632)	\$ 7,692						

	Cost of revenue	Selling, distribution and marketing	istribution and		Non-operating income (expense), net	Income tax provision
GAAP	\$ 211,309	\$ 20,234	\$ 38,418	\$ 53,322	\$ (12,993)	\$ 27,160
Intangible amortization	(6,582)	_	(16)	(53)	_	_
Share-based compensation	(3,868)	(649)	(9,323)	(1,780)	_	—
Impairment of long-lived assets	(3,170)	_	(4)	_	_	_
Expenses related to BAQSIMI®						
acquisition	_	_	(1,857)	_	1,825	_
Debt issuance costs	_	_	_	_	6,043	_
Income tax provision on pre-tax						
adjustments	_	_	_	_	_	7,725
Non-GAAP	\$ 197,689	\$ 19,585	\$ 27,218	\$ 51,489	\$ (5,125)	\$ 34,885

Nine Months Ended	<b>September 30, 2022</b>
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	Cost of revenue	Selling, distribution and marketing	General and administrative	Research and development	Non-operating income (expense), net	Income tax provision
GAAP	\$ 186,272	\$ 16,059	\$ 34,433	\$ 57,535	\$ 5,115	\$ 16,187
Intangible amortization	(660)	_	(428)	_	_	_
Share-based compensation	(3,238)	(540)	(8,389)	(1,389)	_	_
Litigation settlements	_	_	(800)	_	(5,729)	_
Income tax provision on pre-tax						
adjustments	_	_	_	_	_	1,640
Non-GAAP	\$ 182,374	\$ 15,519	\$ 24,816	\$ 56,146	\$ (614)	\$ 17,827