

# 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 or  
Section 30(h) of the Investment Company Act of 1940

|  |   |  |
|--|---|--|
| <b>1. Name and Address of Reporting Person *</b><br><br><b>Zhang Jack Y.</b><br><br>(Last) (First) (Middle)<br><br><b>C/O AMPHASTAR<br/>PHARMACEUTICALS, INC., 11570<br/>6TH STREET</b><br><br>(Street)<br><br><b>RANCHO CUCAMONGA, CA 91730</b><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>Amphastar Pharmaceuticals, Inc. [ AMPH ]</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <span style="margin-left: 100px;"><input checked="" type="checkbox"/> 10% Owner</span><br><input checked="" type="checkbox"/> Officer (give title below) <span style="margin-left: 20px;"><input type="checkbox"/> Other (specify below)</span><br><b>CEO &amp; Chief Scientific Officer</b> |
| <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>3/15/2023</b></p>  |   | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person  |
| <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>   |   |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|---------|---|--|---|
|                                 |                |                                   | Code                      | V | Amount  | (A) or (D) | Price   |   |  |   |
| Common Stock                    | 3/15/2023      |                                   | F                         |   | 8434 (1)  | D          | \$36.84 | 2177092   | D  |   |
| Common Stock                    | 3/15/2023      |                                   | F                         |   | 2803 (1)  | D          | \$36.84 | 1530017   | I  | See footnote (2)                                      |
| Common Stock                    |                |                                   |                           |   |   |            |         | 6827679   | I  | See footnote (3)                                      |
| Common Stock                    |                |                                   |                           |   |   |            |         | 5000  | I  | See footnote (4)                                      |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
|  |  |                |                                   | Code                      | V | (A)  | (D) | Date Exercisable                        | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |

**Explanation of Responses:**

- (1) The reported shares were withheld to satisfy the reporting person's tax liability in connection with the vesting of restricted stock units, or RSUs.
- (2) The securities are held of record by Mary Z. Luo. The reporting persons are husband and wife.
- (3) The shares are held of record by Applied Physics & Chemistry Laboratories, Inc., of which the reporting persons and The Bill Luobei Zhang 2004 Irrevocable Trust are the sole owners.
- (4) The shares are held of record in an account for the benefit of the reporting persons' son. The reporting persons disclaim beneficial ownership of these shares, and the inclusion of these shares in this report should not be deemed an admission of beneficial ownership of any such shares for purposes of Section 16, or for any other purpose.

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |   |       |
|---|---------------|-----------|---|-------|
|   | Director      | 10% Owner | Officer                                   | Other |
| <b>Zhang Jack Y.</b><br>C/O AMPHASTAR PHARMACEUTICALS, INC.<br>11570 6TH STREET<br>RANCHO CUCAMONGA, CA 91730 | X             | X         | <b>CEO &amp; Chief Scientific Officer</b> |       |
| <b>Luo Mary Z.</b><br>C/O AMPHASTAR PHARMACEUTICALS, INC.<br>11570 6TH STREET                                 | X             | X         | <b>COO, Chief Sci. and Chairman</b>       |       |

**Signatures**

/s/ Eva Wen, by power of attorney for Jack Y. Zhang

\*\*Signature of Reporting Person

3/17/2023

Date

/s/ Eva Wen, by power of attorney for Mary Z. Luo

\*\*Signature of Reporting Person

3/17/2023

Date

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

\* 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).

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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