

Smith Angus W.
Form 3
February 12, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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>Smith Angus W.</p> <p>(Last) (First) (Middle)</p> <p>C/O PERNIX THERAPEUTICS HOLDINGS, INC., 10 NORTH PARK PLACE, SUITE 201</p> <p>(Street)</p> <p>MORRISTOWN, NJ 07960</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/06/2018</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>PERNIX THERAPEUTICS HOLDINGS, INC. [PTX]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, Chief Bus Off & PFO</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|--|---|---|

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 | 3,300 ⁽¹⁾ | D | ^ |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

Edgar Filing: Smith Angus W. - Form 3

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|--------------|----------------------------|-------------|---------------------------------------|---|
| Stock Option (right to buy) | Â (2) | 09/29/2024 | Common Stock | 7,500 (7) | \$ 78.6 (7) | D | Â |
| Stock Option (right to buy) | Â (3) | 04/24/2025 | Common Stock | 2,500 (7) | \$ 73.3 (7) | D | Â |
| Stock Option (right to buy) | Â (4) | 02/25/2026 | Common Stock | 3,500 (7) | \$ 21.4 (7) | D | Â |
| Stock Option (right to buy) | Â (5) | 02/25/2016 | Common Stock | 14,000 (7) | \$ 21.4 (7) | D | Â |
| Stock Option (right to buy) | Â (6) | 08/08/2027 | Common Stock | 10,000 | \$ 2.92 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Smith Angus W. C/O PERNIX THERAPEUTICS HOLDINGS, INC. 10 NORTH PARK PLACE, SUITE 201 MORRISTOWN, NJ 07960 | Â | Â | Â SVP, Chief Bus Off & PFO | Â |

Signatures

/s/ Kenneth R. Pina,
attorney-in-fact

02/12/2018

__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) Consists of previously-awarded restricted share units that vest in four equal annual installments of 825 shares, with the first installment vesting on August 8, 2018, which is the one year anniversary of the grant date.
- The option vests and becomes exercisable over a four-year period commencing on September 29, 2014. Twenty-five percent (25%) of the
- (2) option vested and became exercisable on September 29, 2015, with the balance vesting in equal annual installments over the remaining three years of the four-year period, subject to continued service with the Issuer.
- The option vests and becomes exercisable over a four-year period commencing on April 24, 2015. Twenty-five percent (25%) of the
- (3) option vested and became exercisable on April 24, 2016, with the balance vesting in equal annual installments over the remaining three years of the four-year period, subject to continued service with the Issuer.
- The option vests and becomes exercisable over a four-year period commencing on February 25, 2016. Twenty-five percent (25%) of the
- (4) option vested and became exercisable on February 25, 2017, with the balance vesting in equal annual installments over the remaining three years of the four-year period, subject to continued service with the Issuer.
- The option vests and becomes exercisable over a four-year period commencing on February 25, 2016. Twenty-five percent (25%) of the
- (5) option vested and became exercisable on February 25, 2017, with the balance vesting in equal annual installments over the remaining three years of the four-year period, subject to continued service with the Issuer.

Edgar Filing: Smith Angus W. - Form 3

- The option vests and becomes exercisable over a four-year period commencing on August 8, 2017. Twenty-five percent (25%) of the
- (6) option vests and becomes exercisable on August 8, 2018, with the balance vesting in equal annual installments over the remaining three years of the four-year period, subject to continued service with the Issuer.
 - (7) Exercise price and number of option shares have been adjusted to reflect the Issuer's 1-for-10 stock split of its issued and outstanding shares of common stock effected on October 13, 2016.

Â

Remarks:

ExhibitÂ List:Â ExhibitÂ 24Â -Â PowerÂ ofÂ 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.