

PERNIX THERAPEUTICS HOLDINGS, INC.

Form 4

August 19, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
Siegel Barry J

2. Issuer Name and Ticker or Trading Symbol
PERNIX THERAPEUTICS HOLDINGS, INC. [PTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O PERNIX THERAPEUTICS, 10 NORTH PARK PLACE STE 201

3. Date of Earliest Transaction (Month/Day/Year)
08/14/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP and General Counsel

(Street)
MORRISTOWN, NJ 07960

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (right to buy)	\$ 4.7	08/14/2015	A		0 <u>(1)</u>		<u>(1)</u>	08/14/2025	Common Stock	<u>(1)</u>
Options (right to buy)	\$ 4.7	08/14/2015	A		100,000		<u>(2)</u>	08/14/2025	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Siegel Barry J C/O PERNIX THERAPEUTICS 10 NORTH PARK PLACE STE 201 MORRISTOWN, NJ 07960			Senior VP and General Counsel	

Signatures

/s/ Barry Siegel 08/19/2015
 __Signature of Date
 Reporting Person

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).
- 45,000 shares is the target amount of shares underlying the granted option (the "Performance Option"). The actual number of shares the Performance Options are exercisable for, if any, will be determined on August 14, 2018 or sooner if a change of control occurs (the "Measuring Date") based upon the average closing bid price of the Company's Common Stock for the twenty trading days ending on the Measuring Date. If the average closing bid price of the Company's Common Stock for the twenty trading days immediately ending on the
- (1) Measuring Date is (i) less than \$20 per share, no Performance Options vest, (ii) \$20 per share or more and less than \$25 per share, then 22,500 of the Performance Options vest, (iii) \$25 per share or more and less than \$30 per share, then 33,750 of the Performance Options vest, (iii) \$30 per share or more and less than \$35 per share, then 45,000 of the Performance Options vest, and (iv) \$35 per share or more, then 67,500 of the Performance Options vest. 50% of the shares that vest as described above will be exercisable on the Measuring Date and the remaining fifty 50% of such vested options shall be exercisable one year after the Measuring Date.
 - (2) The stock options vest in annual 25,000 share installments with the first installment vesting on the first anniversary of the date of grant and the final installment vesting on the fourth anniversary thereof.

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.