

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)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement		3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Kearny Venture Associates II LLC			07/22/2015		Neos Therapeutics, Inc. [NEOS]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)
C/O NEOS THERAPEUTICS, INC., 2940 N. HIGHWAY 360			(Check all applicable)			
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> Officer (give title below)		<input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
GRAND PRAIRIE, TX 75050						6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)				<input type="checkbox"/> Form filed by One Reporting Person
						<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**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)
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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)**

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 Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable      Expiration Date	Title      Amount or Number of			

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				Shares		or Indirect (1) (Instr. 5)	
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	180,217	\$ (1)	I	See footnote (2)
Series B-1 Preferred Stock	Â (1)	Â (1)	Common Stock	472,897	\$ (1)	I	See footnote (2)
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	561,938	\$ (1)	I	See footnote (2)
Common Stock Warrant (Right to Buy)	Â (3)	10/31/2016	Common Stock	67,685	\$ 0.024	I	See footnote (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kearny Venture Associates II LLC C/O NEOS THERAPEUTICS, INC. 2940 N. HIGHWAY 360 GRAND PRAIRIE, TX 75050	Â	Â X	Â	Â
BURRILL LIFE SCIENCES CAPITAL FUND III L P C/O NEOS THERAPEUTICS, INC. 2940 N. HIGHWAY 360 GRAND PRAIRIE, TX 75050	Â	Â X	Â	Â
Castelein Caley C/O NEOS THERAPEUTICS, INC. 2940 N. HIGHWAY 360 GRAND PRAIRIE, TX 75050	Â	Â X	Â	Â
Dalal Anupam C/O NEOS THERAPEUTICS, INC. 2940 N. HIGHWAY 360 GRAND PRAIRIE, TX 75050	Â	Â X	Â	Â

## Signatures

Kearny Venture Associates II, LLC, by: /s/ Caley Castelein, Managing Member	07/22/2015
**Signature of Reporting Person	Date
Burrill Life Sciences Capital Fund III, L.P. by: its General Partner Kearny Venture Associates II, LLC, by: /s/ Caley Castelein, Managing Member	07/22/2015
**Signature of Reporting Person	Date
/s/ Caley Castelein	07/22/2015
**Signature of Reporting Person	Date
/s/ Anupam Dalal	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).

The Series B preferred stock, Series B-1 preferred stock and Series C preferred stock is convertible into common stock on a 2.4-for-1 basis into the number of shares of common stock as shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, such conversion pursuant to the terms of the Issuer's certification of incorporation (the "Split"). Prior to the Split, the preferred stock would have converted on a 1-for-1 basis pursuant to the terms of the preferred stock set forth in the Issuer's then-effective certificate of incorporation. The shares of Series B preferred stock, Series B-1 preferred stock and Series C preferred stock had no expiration date.

(1) The security listed in column 1 is held directly by Burrill Life Sciences Capital Fund III, L.P. ("Burrill"). Kearny Venture Associates II, LLC ("KVA II"), is the General Partner of Burrill. Caley Castelein and Anupam Dalal are the managing members of KVA II and share both voting power and disposal power over the shares. Each Reporting Person disclaims beneficial ownership of the Securities, except to the extent of its pecuniary interest therein.

(2) The warrant is exercisable at any time for the number of shares of common stock as shown in column 3 at any time at the holder's election.

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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