

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 * Â SCHULER JACK W (Last) (First) (Middle) C/O NEOS THERAPEUTICS, INC.,Â 2940 N. HIGHWAY 360 (Street) GRAND PRAIRIE,Â TXÂ 75050 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/22/2015	3. Issuer Name and Ticker or Trading Symbol Neos Therapeutics, Inc. [NEOS]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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) Date Exercisable Expiration Date	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title Amount or Number of Shares	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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(Instr. 5)

Series B Preferred Stock	Â (1)	Â (1)	Common Stock	72,087	\$ (1)	D	Â
Series B-1 Preferred Stock	Â (1)	Â (1)	Common Stock	189,159	\$ (1)	D	Â
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	783,332	\$ (1)	D	Â
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	41,665	\$ (1)	I	See footnote (2)
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	41,665	\$ (1)	I	See footnote (3)
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	41,665	\$ (1)	I	See footnote (4)
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	41,665	\$ (1)	I	See Footnote (5)
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	41,665	\$ (1)	I	See footnote (6)
Common Stock Warrant	Â (7)	10/31/2016	Common Stock	27,074	\$ 0.024	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHULER JACK W C/O NEOS THERAPEUTICS, INC. 2940 N. HIGHWAY 360 GRAND PRAIRIE, TX 75050	Â	Â X	Â	Â

Signatures

/s/ Benjamin Piper,
attorney-in-fact

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).

(1) The Series B preferred stock, Series B-1 preferred stock and Series C preferred stock are 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. The Series B preferred stock, Series B-1 preferred stock and Series C preferred stock have no expiration date.

(2) Security listed in column 1 is directly held by JS Grandchildren 2010 Continuation Trust. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

(3)

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Security listed in column 1 is directly held by Schuler Grandchildren LLC. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

- (4) Security listed in column 1 is directly held by Tanya Eve Schuler Trust. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (5) Security listed in column 1 is directly held by Therese Heidi Schuler Trust. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (6) Security listed in column 1 is directly held by Tino Hans Schuler Trust. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (7) The warrant is exercisable at any time at the holder's election for the number of shares of common stock shown in column 3.

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Remarks:

ExhibitÂ List:Â ExhibitÂ 24.1Â -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.