

Smith Angus W.
Form 4
March 16, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith Angus W.

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
HOLDINGS, INC., 10 NORTH
PARK PLACE, SUITE 201

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2018

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP, Chief Bus Off & PFO

MORRISTOWN, NJ 07960

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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	03/15/2018		A		5,000 (1)	A	\$ 0 8,300 (2)	D

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

**Persons who respond to the collection of
information contained in this form are not
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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)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 2.46	03/15/2018		A	15,000	(3) 03/14/2028	Common Stock	15,000

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			SVP, Chief Bus Off & PFO	

Signatures

/s/ Kenneth R. Pina, Attorney-in-Fact for Angus W. Smith 03/16/2018

__Signature of Reporting Person

Date

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).

(1) Represents a grant of restricted share units ("RSUs") that vest in four equal annual installments of 1,250 shares over a four-year period, with the first installment vesting on March 15, 2019, which is the one-year anniversary of the grant date.

(2) Consists of (i) the unvested amount of previously awarded RSUs that vest in four equal installments of 825 shares, with the first installment vesting on August 8, 2018, which is the one-year anniversary of the grant date and (ii) and the unvested amount of RSUs that vest as described in footnote 1 above.

(3) The stock option vests in four equal annual installments of 3,750 shares over a four-year period, with the first installment vesting at the close of business on March 15, 2019, which is the one-year anniversary of the grant date.

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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