Diaz Diana P Form 4 February 14, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB

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obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Diaz Diana P

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

SHARPS COMPLIANCE CORP

(Check all applicable)

[SMED]

(Last)

3. Date of Earliest Transaction

Director X_ Officer (give title below)

Other (specify

10% Owner

9220 KIRBY DRIVE, SUITE 500

(First)

(Street)

02/13/2019

Vice President and CFO

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

HOUSTON, TX 77054

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

Indirect Ownership (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amoun Underlying Securiti (Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Derivative Disposed of (D) Security (Instr. 3, 4, and

5)

Code V (D) Date Exercisable Expiration (A)

Date

Title Amo Num

Share

Common Stock

\$ 3.8 02/13/2019 A 100,000 02/13/2020(1) 02/13/2026

Common 100 Stock

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Diaz Diana P 9220 KIRBY DRIVE **SUITE 500** HOUSTON, TX 77054

Vice President and CFO

Signatures

02/14/2019 Brian Massey **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).

Mrs. Diaz was granted options to purchase 100,000 shares of common stock under the Sharps Compliance 2010 Stock Plan which vests as follows: one-fourth on February 13, 2020, one-fourth on February 13, 2021, one-fourth on February 13, 2022 one-fourth on February

(1) 13, 2023. The exercise price of the stock is \$3.80 according to the agreement. Upon a change in control, as defined in the 2010 Stock Plan, any unvested stock options become fully vested. Upon any separation from service, holders of the stock options will be entitled to exercise the stock options for up to two (2) years after the date of separation.

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.

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