

Whaley Glenn
 Form 4
 March 16, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Whaley Glenn

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

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Interim VP Fin, PAO & Controll

(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 Following 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) Price			
Common Stock	03/15/2018		A	2,600 (1) A \$ 0	3,700 (2)	D	

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

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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 (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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Stock Option (right to buy)	\$ 2.46	03/15/2018		A	7,800	⁽³⁾ 03/14/2028	Common Stock	7,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Whaley Glenn C/O PERNIX THERAPEUTICS HOLDINGS, INC. 10 NORTH PARK PLACE, SUITE 201 MORRISTOWN, NJ 07960			Interim VP Fin, PAO & Controll	

Signatures

/s/ Kenneth R. Pina, Attorney-in-Fact for Glenn Whaley
 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 650 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.
 Consists of (i) the unvested amount of previously awarded RSUs that vest in four equal installments of 275 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 the RSUs that vest as described in footnote 1 above.
- (3) The stock option vests in four equal annual installments of 1,950 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. 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.