AMPHASTAR PHARMACEUTICALS, INC.

FORM 10-Q
(Quarterly Report)

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Address	11570 SIXTH STREET
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Telephone	909-980-9484
CIK	0001297184
Symbol	AMPH
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	12/31

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

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2016
or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to
Commission file number 001-36509

AMPHASTAR PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

Delaware	**33-0702205**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

11570 6th Street
Rancho Cucamonga, CA 91730
(Address of principal executive offices, including zip code)

(909) 980-9484
(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the Registrant (1) has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐ (Do not check if a smaller reporting company)	Smaller reporting company	☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The number of shares outstanding of the Registrant's only class of common stock as of August 2, 2016 was 45,121,158.

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SPECIAL NOTE ABOUT FORWARD-LOOKING STATEMENT S

This Quarterly Report on Form 10-Q, or Quarterly Report, contains "forward-looking statements" that involve substantial risks and uncertainties. In some cases, you can identify forward-looking statements by the following words: "may," "will," "could," "would," "should," "expect," "intend," "plan," "anticipate," "believe," "estimate," "predict," "project," "potential," "continue," "ongoing" or the negative of these terms or other comparable terminology, although not all forward-looking statements contain these words. These statements relate to future events or our future financial performance or condition and involve known and unknown risks, uncertainties and other factors that could cause our actual results, levels of activity, performance or achievement to differ materially from those expressed or implied by these forward-looking statements. These forward-looking statements include, but are not limited to, statements about:

- our expectations regarding the sales and marketing of our products, including our enoxaparin product during and following termination of our profit sharing agreement with Actavis;
- our expectations regarding our manufacturing and production and the integrity of our supply chain for our products, including the risks associated with our single source suppliers;
- the timing and likelihood of FDA approvals and regulatory actions on our product candidates, manufacturing activities and product marketing activities;
- our ability to advance product candidates in our platforms into successful and completed clinical trials and our subsequent ability to successfully commercialize our product candidates;
- our ability to compete in the development and marketing of our products and product candidates;
- the potential for adverse application of environmental, health and safety and other laws and regulations on our operations;
- our expectations for market acceptance of our new products and proprietary drug delivery technologies, as well as those of our API customers;
- the potential for our marketed products to be withdrawn due to patient adverse events or deaths, or if we fail to secure FDA approval for products subject to the Prescription Drug Wrap-Up program;
- our expectations in obtaining insurance coverage and adequate reimbursement for our products from third-party payers;
- the amount of price concessions or exclusion of suppliers adversely affecting our business;
- our ability to establish and maintain intellectual property protection from our products and our ability to successfully defend our intellectual property in cases of alleged infringement;
- the implementation of our business strategies, product development strategies and technology utilization;
- the potential for exposure to product liability claims;
- future acquisitions or investments, including the anticipated benefits of such acquisitions or investments;
- our ability to expand internationally;
- economic and industry trends and trend analysis;
- our ability to remain in compliance with laws and regulations that currently apply or become applicable to our business both in the United States and internationally;
- our remediation efforts for a material weakness in our internal control over financial reporting; and
- our financial performance expectations , including our expectations regarding our revenue, cost of revenue, gross profit or gross margin, operating expenses, including changes in research and development, sales and marketing and general and administrative expenses, and our ability to achieve and maintain future profitability.

You should read this Quarterly Report and the documents that we reference elsewhere in this Quarterly Report completely and with the understanding that our actual results may differ materially from what we expect as expressed or implied by our forward-looking statements. In light of the significant risks and uncertainties to which our forward-looking statements are subject, you should not place undue reliance on or regard these statements as a representation or warranty by us or any other person that we will achieve our objectives and plans in any specified timeframe, or at all. We discuss many of these risks and uncertainties in greater detail in this Quarterly Report and in our Annual Report on Form 10-K for the year ended December 31, 2015, particularly in Item 1A. "Risk Factors." These forward-looking statements represent our estimates and assumptions only as of the date of this Quarterly Report regardless of the time of delivery of this Quarterly Report. Except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise after the date of this Quarterly Report.

Unless expressly indicated or the context requires otherwise, references in this Quarterly Report to "Amphastar," "the Company," "we," "our," and "us" refer to Amphastar Pharmaceuticals, Inc. and our subsidiaries, unless the context indicates otherwise.

PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

AMPHASTAR PHARMACEUTICALS, INC.
CONDENSED CONSOLIDATED BALANCE SHEET S
(in thousands, except share data)

	June 30, 2016 (unaudited)	December 31, 2015
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 66,660	$ 66,074
Restricted cash and restricted short-term investments	1,390	1,285
Accounts receivable, net	23,128	33,233
Inventories, net	88,327	70,665
Income tax refund and deposits	56	238
Prepaid expenses and other assets	1,752	4,439
Total current assets	181,313	175,934
Property, plant, and equipment, net	148,647	142,161
Goodwill and intangible assets, net	43,298	39,901
Other assets	7,884	4,696
Deferred tax assets	27,444	27,444
Total assets	$ 408,586	$ 390,136
LIABILITIES AND EQUITY		
Current Liabilities:		
Accounts payable	$ 18,767	$ 13,872
Accrued liabilities	11,174	16,732
Income taxes payable	6,652	3,076
Accrued payroll and related benefits	14,992	12,840
Current portion of product return accrual	1,517	1,858
Current portion of deferred revenue	1,661	643
Current portion of long-term debt and capital leases	10,904	10,934
Total current liabilities	65,667	59,955
Long-term product return accrual	1,026	763
Long-term reserve for income tax liabilities	497	497
Long-term deferred revenue	166	1,339
Long-term debt and capital leases, net of current portion	31,742	30,165
Other long-term liabilities	2,024	1,907
Total liabilities	101,122	94,626
Commitments and Contingencies:		
Stockholders' equity:		
Preferred stock: par value $.0001; authorized shares—20,000,000; no shares issued and outstanding	—	—
Common stock: par value $.0001; authorized shares—300,000,000; issued and outstanding shares—46,515,928 and 45,091,332 at June 30, 2016 and 45,960,206 and 45,198,491 at December 31, 2015, respectively	5	5
Additional paid-in capital	258,786	247,829
Retained earnings	69,707	60,323
Accumulated other comprehensive loss	(2,690)	(2,475)
Treasury stock	(18,344)	(10,172)
Total stockholders' equity	307,464	295,510
Total liabilities and stockholders' equity	$ 408,586	$ 390,136

See Accompanying Notes to Condensed Consolidated Financial Statements.

AMPHASTAR PHARMACEUTICALS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATION S
(Unaudited; in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Net revenues	$ 68,033	$ 53,853	$ 127,399	$ 110,739
Cost of revenues	36,319	40,535	70,783	84,141
Gross profit	31,714	13,318	56,616	26,598
Operating expenses:				
Selling, distribution, and marketing	1,332	1,470	2,684	2,992
General and administrative	9,458	11,308	20,328	23,759
Research and development	10,480	10,726	18,868	17,294
Impairment of long-lived assets	114	74	331	74
Total operating expenses	21,384	23,578	42,211	44,119
Income (loss) from operations	10,330	(10,260)	14,405	(17,521)
Non-operating income (expense):				
Interest income	50	65	124	157
Interest expense	(305)	(210)	(689)	(551)
Other income (expense), net	(323)	176	(272)	1,489
Total non-operating income (expense), net	(578)	31	(837)	1,095
Income (loss) before income taxes	9,752	(10,229)	13,568	(16,426)
Income tax expense (benefit)	2,857	(3,582)	4,184	(9,114)
Net income (loss)	$ 6,895	$ (6,647)	$ 9,384	$ (7,312)
Net income (loss) per share:				
Basic	$ 0.15	$ (0.15)	$ 0.21	$ (0.16)
Diluted	$ 0.15	$ (0.15)	$ 0.21	$ (0.16)
Weighted-average shares used to compute net income (loss) per share:				
Basic	44,957	44,849	44,999	44,725
Diluted	45,968	44,849	45,712	44,725

See Accompanying Notes to Condensed Consolidated Financial Statements.

AMPHASTAR PHARMACEUTICALS, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Unaudited; in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Net income (loss)	$ 6,895	$ (6,647)	$ 9,384	$ (7,312)
Accumulated other comprehensive income (loss)				
Foreign currency translation adjustment	(651)	513	(215)	(2,480)
Total accumulated other comprehensive income (loss)	(651)	513	(215)	(2,480)
Total comprehensive income (loss)	$ 6,244	$ (6,134)	$ 9,169	$ (9,792)

See Accompanying Notes to Condensed Consolidated Financial Statements.

AMPHASTAR PHARMACEUTICALS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW S
(Unaudited; in thousands)

	Six Months Ended June 30,	
	2016	2015
Cash Flows From Operating Activities:		
Net income (loss)	$ 9,384	$ (7,312)
Reconciliation to net cash provided by operating activities:		
Impairment of long-lived assets	331	74
Loss (gain) on disposal of property, plant, and equipment	598	(9)
Depreciation of property, plant, and equipment	5,995	5,632
Amortization of product rights, trademarks, and patents	1,050	979
Imputed interest accretion	36	56
Employee share-based compensation expense	7,234	5,757
Non-employee share-based compensation expense	815	173
Reserve for income tax liabilities	—	16
Changes in deferred taxes	—	(3,547)
Changes in operating assets and liabilities:		
Accounts receivable, net	10,164	2,450
Inventories, net	(17,352)	564
Income tax refund and deposits	185	—
Prepaid expenses and other assets	3,175	(4,989)
Income taxes payable	3,574	(387)
Accounts payable and accrued liabilities	(1,933)	4,384
Net cash provided by operating activities	23,256	3,841
Cash Flows From Investing Activities:		
Acquisition of business	(4,761)	—
Purchases of property, plant, and equipment	(8,457)	(6,740)
Capitalized labor, overhead, and interest on self-constructed assets	(887)	(875)
Proceeds from the sale of property, plant and equipment	—	33
Decrease (increase) in restricted cash	(105)	210
Deposits and other assets, net	(3,216)	(1,392)
Net cash used in investing activities	(17,426)	(8,764)
Cash Flows From Financing Activities:		
Repurchase of common stock	(1,242)	(741)
Net proceeds from equity plans	4,168	10,723
Purchase of treasury stock	(8,190)	(2,715)
Proceeds from issuance of long-term debt	6,607	6,786
Principal payments on long-term debt	(6,414)	(2,524)
Net cash provided by (used in) financing activities	(5,071)	11,529
Effect of exchange rate changes on cash	(173)	29
Net increase in cash and cash equivalents	586	6,635
Cash and cash equivalents at beginning of period	66,074	67,828
Cash and cash equivalents at end of period	$ 66,660	$ 74,463

	Six Months Ended June 30,	
	2016	2015
Noncash Investing and Financing Activities:		
Equipment acquired under capital leases	$ 1,237	$ 150
Supplemental Disclosures of Cash Flow Information:		
Interest paid	$ 947	$ 897
Income taxes paid	$ 553	$ —

See Accompanying Notes to Condensed Consolidated Financial Statements.

AMPHASTAR PHARMACEUTICALS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Genera l

Amphastar Pharmaceuticals, Inc., a California corporation, was incorporated on February 29, 1996, and merged with and into Amphastar Pharmaceuticals, Inc., a Delaware corporation, in July 2004 (together with its subsidiaries, hereinafter referred to as "the Company"). The Company is a specialty pharmaceutical company that primarily develops, manufactures, markets, and sells generic and proprietary injectable, inhalation, and intranasal products including products with high technical barriers to market entry. Additionally, the Company sells insulin active pharmaceutical ingredient, or API products. Most of the Company's products are used in hospital or urgent care clinical settings and are primarily contracted and distributed through group purchasing organizations and drug wholesalers. The Company's insulin API products are sold to other pharmaceutical companies for use in their own products and are being used by the Company in the development of injectable finished pharmaceutical products. The Company's inhalation products will be primarily distributed through drug retailers once they are brought to market.

The accompanying unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements of the Company for the year ended December 31, 201 5, and the notes thereto as filed with the Securities and Exchange Commission in the Company's A nnual Report on Form 10-K for the year ended December 31, 2015. Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles, or GAAP, have been condensed or omitted from the accompanying condensed consolidated financial statements. The accompanying year-end condensed consolidated balance sheet was derived from the audited financial statements. The accompanying interim financial statements are unaudited, but reflect all adjustments which are, in the opinion of management, necessary for a fair statement of the Company's consolidated financial position, results of operations, comprehensive income (loss) and cash flows for the periods presented. Unless otherwise noted, all such adjustments are of a normal, recurring nature. The Company's results of operations , comprehensive income (loss) and cash flows for the interim periods are not necessarily indicative of the results of operations and cash flows that it may achieve in future periods.

2. Summary of Significant Accounting Policies

Basis of Presentation

All significant intercompany activity has been eliminated in the preparation of the condensed consolidated financial statements. The unaudited condensed consolidated financial statements have been prepared in accordance with the requirements of Form 10-Q and Rule 10-01 of Regulation S-X. Some information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles, or GAAP, have been condensed or omitted pursuant to those rules and regulations. In the opinion of management, the accompanying unaudited condensed consolidated financial statements include all adjustments (consisting only of normal recurring adjustments) necessary to present fairly the consolidated financial position, results of operations, and cash flows of the Company.

The accompanying condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries: International Medication Systems, Limited, or IMS; Armstrong Pharmaceuticals, Inc., or Armstrong; Amphastar Nanjing Pharmaceuticals Co., Ltd., or ANP; Nanjing Letop Fine Chemistry Co., Ltd., or Letop, and Amphastar France Pharmaceuticals, S.A.S., or AFP.

Use of Estimates

The preparation of consolidated financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates. The principal accounting estimates include: determination of allowances for doubtful accounts and discounts, provision for chargebacks, liabilities for product returns, reserves for

AMPHASTAR PHARMACEUTICALS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

excess or unsellable inventory, impairment of long-lived and intangible assets and goodwill, self-insured claims, workers' compensation liabilities, litigation reserves, stock price volatilities for share-based compensation expense, fair market values of the Company's common stock, valuation allowances for deferred tax assets, and liabilities for uncertain income tax positions.

Foreign Currency

The functional currency of the Company and its domestic and Chinese subsidiary, ANP is the U.S. dollar, or USD. ANP maintains its books of record in Chinese Yuan. These books are remeasured into the functional currency of USD using the current or historical exchange rates. The resulting currency remeasurement adjustments and other transactional foreign exchange gains and losses are reflected in the Company's statement of operations.

The Company's French subsidiary, AFP, maintains its books of record in Euros, which is the local currency in France and has been determined to be its functional currency. These books are translated into USD using average exchange rates during the period. Assets and liabilities are translated at the rate of exchange prevailing on the balance sheet date. Equity is translated at the prevailing rate of exchange at the date of the equity transactions. Translation adjustments are reflected in stockholders' equity and are included as a component of other comprehensive income (loss).

Additionally, the Company does not undertake hedging transactions to cover its foreign currency exposure.

Comprehensive Income (Loss)

For the three and six months ended June 30 , 201 6 and 2015 , the Company included its foreign currency translation adjustment as part of its comprehensive income (loss).

Financial Instruments

The carrying amounts of cash and cash equivalents, short-term investments, accounts receivable, accounts payable, accrued expenses, and short-term borrowings approximate fair value due to the short maturity of these items. A majority of the Company's long-term obligations consist of variable rate debt, and their carrying value approximates fair value as the stated borrowing rates are comparable to rates currently offered to the Company for instruments with similar maturities. However, the Company has one fixed-rate, long-term mortgage for which the carrying value differs from the fair value and is not remeasured on a recurring basis (see Note 1 2).

Deferred Income Taxes

The Company utilizes the liability method of accounting for income taxes, under which deferred taxes are determined based on the temporary differences between the financial statements and the tax basis of assets and liabilities using enacted tax rates. A valuation allowance is recorded when it is more likely than not that the deferred tax assets will not be realized. The Company has adopted the with-and-without methodology for determining when excess tax benefits from the exercise of share -based awards are realized. Under the with-and-without methodology, current year operating loss deductions and prior-year operating loss carryforwards are deemed to be utilized prior to the utilization of current-year excess tax benefits from share -based awards.

Business Combinations

Business combinations are accounted for in accordance with Accounting Standards Codification, or ASC 805, Business Combinations, using the acquisition method of accounting, which requires an acquirer to recognize the assets acquired and the liabilities assumed at the acquisition date measured at their fair values as of that date. Fair value determinations are based on discounted cash flow analyses or other valuation techniques. In determining the fair value of the assets

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(Unaudited)

acquired and liabilities assumed in a material acquisition, the Company may utilize appraisals from third party valuation firms to determine fair values of some or all of the assets acquired and liabilities assumed, or may complete some or all of the valuations internally. In either case, the Company takes full responsibility for the determination of the fair value of the assets acquired and liabilities assumed. The value of goodwill reflects the excess of the fair value of the consideration conveyed to the seller over the fair value of the net assets received.

Acquisition-related costs are costs the Company incurs to effect a business combination. The Company accounts for acquisition-related costs as expenses in the periods in which the costs are incurred.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board, or FASB, issued an accounting standards update that creates a single source of revenue guidance for companies in all industries. The new standard provides guidance for all revenue arising from contracts with customers and affects all entities that enter into contracts to provide goods or services to their customers, unless the contracts are within the scope of other accounting standards. It also provides a model for the measurement and recognition of gains and losses on the sale of certain nonfinancial assets. This guidance must be adopted using either a full retrospective approach for all periods presented or a modified retrospective approach and will be effective for fiscal years beginning after December 15, 2017, which will be the Company's fiscal 2018. The Company has not yet evaluated the potential impact of adopting the guidance on the Company's consolidated financial statements.

In August 2014, the FASB issued an accounting standards update that will require management to evaluate if there is substantial doubt about the Company’s ability to continue as a going concern and, if so, to disclose this in both interim and annual reporting periods. This guidance will become effective for the Company’s annual filing for the period ending December 31, 2016, and interim periods thereafter, and allows for early adoption. The Company does not expect the adoption of the guidance will have a material impact on the Company’s consolidated financial statements.

In July 2015, the FASB issued an accounting standards update which requires entities to measure most inventories at the lower of cost or net realizable value, or NRV, thereby simplifying the current guidance under which an entity must measure inventory at the lower of cost or market. Under the new guidance, inventory is measured at the lower of cost or net realizable value, which eliminates the need to determine replacement cost and evaluate whether it is above the ceiling (NRV) or below the floor (NRV less a normal profit margin). The guidance defines NRV as the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. The guidance is effective for annual periods beginning after December 15, 2016, and interim periods therein. The standard will be effective for the Company for the first quarter of the Company’s fiscal 2017. Early application is permitted. The new guidance must be applied prospectively. The Company does not believe the adoption of this accounting guidance will have a material impact on the Company’s consolidated financial statements and related disclosures.

In November 2015, the FASB issued an accounting standards update to the balance sheet classification of deferred taxes. Under existing standards, deferred taxes for each tax-paying jurisdiction are presented as a net current asset or liability and net long-term asset or liability. To simplify presentation, the new guidance will require that all deferred tax assets and liabilities, along with related valuation allowances, be classified as long-term on the balance sheet. As a result, each tax-paying jurisdiction will now only have one net long-term deferred tax asset or liability. The new guidance does not change the existing requirement that prohibits offsetting deferred tax liabilities from one jurisdiction against deferred tax assets of another jurisdiction. The guidance is effective for annual periods beginning after December 15, 2016, and interim periods therein. Early adoption is permitted. The new guidance may be applied prospectively or retrospectively. The Company has elected to adopt the guidance early and apply the guidance prospectively, therefore, prior periods were not retrospectively adjusted. The reclassification of the Company’s deferred tax assets and liabilities does not have any impact to the Company’s net income or cash flow, thus the adoption of the guidance does not have a material impact on the Company’s consolidated financial statements.

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In February 2016, the FASB issued an accounting standards update that is aimed at making leasing activities more transparent and comparable, and requires substantially all leases be recognized by lessees on their balance sheet as a right-of-use asset and corresponding lease liability, including leases currently accounted for as operating leases. This guidance will become effective for the Company's interim and annual reporting periods during the year ending December 31, 2019, and all annual and interim reporting periods thereafter. Early adoption is permitted. The Company is currently evaluating the impact that the adoption of this guidance will have on its consolidated financial statements and related disclosures.

In March 2016, the FASB issued an accounting standards update that is aimed to improve the employee share-based payment accounting. The standard update simplifies the accounting for employee share-based payments and involves several aspects of the accounting for share-based transactions, including the potential timing of expenses, the income tax consequences, classification of awards as either equity or liabilities and classification on the statement of cash flows. The guidance is effective for annual periods beginning after December 15, 2016, and interim periods therein. Early adoption is permitted. The Company is currently evaluating the impact that the adoption of this guidance will have on its consolidated financial statements and related disclosures.

In June 2016, the FASB issued an accounting standards update that is aimed to provide financial statement users with more decision-useful information about the expected credit losses on financial instruments and other commitments to extend credit. The standard update changes the impairment model for financial assets measured at amortized cost, requiring presentation at the net amount expected to be collected. The measurement of expected credit losses requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. Available-for-sale debt securities with unrealized losses will be recorded through an allowance for credit losses. The guidance is effective for the Company's interim and annual reporting periods during the year ending December 31, 2020. The Company is currently evaluating the impact that the adoption of this guidance will have on its consolidated financial statements and related disclosures.

3. Business Acquisition and Product Acquisitions

Acquisition of fourteen injectable products from Hikma Pharmaceuticals PLC

In March 2016, the Company acquired fourteen abbreviated new drug applications, or ANDAs, representing eleven different injectable chemical entities from Hikma Pharmaceuticals PLC for $4.0 million. The Company plans to transfer the manufacturing of these products to its facilities in California, which will require FDA approval before the products can be launched. The Company has concluded that this transaction will be accounted for as a business combination in accordance with ASC 805.

The Company's accounting for this acquisition is preliminary. The fair value estimates for the $4.0 million assets acquired, which the Company allocated as intangible assets, were based upon preliminary calculations and valuations, and the Company's estimates and assumptions are subject to change as the Company obtains additional information for its estimates during the measurement period (up to one year from the acquisition date).

Acquisition of Nanjing Letop Medical Technology Co. Ltd.

In January 2016, the Company's Chinese subsidiary, ANP, acquired Nanjing Letop Medical Technology Co. Ltd., for $0.8 million. The Company recognized $0.4 million of goodwill, which represents the difference between the purchase price and the fair value of Letop's net assets at acquisition. Letop had previously supplied ANP with intermediates used in making various active pharmaceutical ingredients. In March 2016, this subsidiary was renamed Nanjing Letop Fine Chemistry Co., Ltd. The Company has concluded that this transaction will be accounted for as a business combination in accordance with ASC 805.

AMPHASTAR PHARMACEUTICALS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

The Company's accounting for this acquisition is preliminary. The fair value estimates for the $1.4 million assets acquired, which excludes the $0.4 million of goodwill and the $1.0 million of liabilities assumed, were based upon preliminary calculations and valuations, and the Company's estimates and assumptions are subject to change as the Company obtains additional information for its estimates during the measurement period (up to one year from the acquisition date).

Acquisition of Merck's API Manufacturing Business

On April 30, 2014, the Company completed the acquisition of the Merck Sharpe & Dohme's API manufacturing business in Éragny-sur-Epte, France, or the Merck API Transaction, which manufactures porcine insulin API and recombinant human insulin API, or RHI API. The purchase price of the transaction totaled €24.8 million, or $34.4 million on April 30, 2014 , subject to certain customary post -closing adjustments and currency exchange fluctuations. The terms of the purchase include multiple payments over four years as follows (see Note 1 2):

	Euros	U.S. Dollars
	(in thousands)	
At Closing, April 2014	€13,252	$18,352
December 2014	4,899	5,989
December 2015	3,186	3,483
December 2016	3,186	3,538
December 2017	500	555
	€25,023	$31,917

In order to facilitate the acquisition, the Company established a subsidiary in France, AFP. The Company is continuing the current site manufacturing activities, which consist of the manufacturing of porcine insulin API and RHI API. As part of the transaction, the Company has entered into various additional agreements, including various supply agreements, as well as the assignment and/or licensing of patents under which Merck was operating at this facility. In addition, certain existing customer agreements have been assigned to AFP.

4. Revenue Recognition

Generally, revenue is recognized at the time of product delivery to the Company's customers. In some cases, revenue is recognized at the time of shipment when stipulated by the terms of the sale agreements. The Company also records profit-sharing revenue stemming from a distribution agreement with Actavis, Inc., or Actavis. This distribution agreement is in the process of being terminated (see Note 16). Profit-sharing revenue is recognized at the time Actavis sells the products to its customers. Revenues derived from contract manufacturing services are recognized when third-party products are shipped to customers, after the customer has accepted test samples of the products to be shipped.

The Company does not recognize product revenue unless the following fundamental criteria are met: (i) persuasive evidence of an arrangement exists, (ii) transfer of title has occurred, (iii) the price to the customer is fixed or determinable, and (iv) collection is reasonably assured. Furthermore, the Company does not recognize revenue until all customer acceptance requirements have been met. The Company estimates and records reductions to revenue for discounts, product returns, and pricing adjustments, such as wholesaler chargebacks, in the same period that the related revenue is recorded.

The Company's accounting policy is to review each agreement involving contract development and manufacturing services to determine if there are multiple revenue-generating activities that constitute more than one unit of accounting. Revenues are recognized for each unit of accounting based on revenue recognition criteria relevant to that unit. The Company does not have any revenue arrangements with multiple deliverables.

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Provision for Wholesaler Chargebacks

The provision for chargebacks is a significant estimate used in the recognition of revenue. As part of its sales terms with wholesale customers, the Company agrees to reimburse wholesalers for differences between the gross sales prices at which the Company sells its products to wholesalers and the actual prices of such products at the time wholesalers resell them under the Company's various contractual arrangements with third parties such as hospitals and group purchasing organizations. The Company estimates chargebacks at the time of sale to wholesalers based on wholesaler inventory stocking levels, historic chargeback rates, and current contract pricing.

The provision for chargebacks is reflected in net revenues and a reduction to accounts receivable. The following table is an analysis of the chargeback provision:

	Six Months Ended June 30,	
	2016	2015
	(in thousands)	
Beginning balance	$ 15,217	$ 11,872
Provision related to sales made in the current period	69,549	80,390
Credits issued to third parties	(72,965)	(80,957)
Ending balance	$ 11,801	$ 11,305

Changes in chargeback provision from period to period are primarily dependent on the Company's sales to its wholesalers, the level of inventory held by the wholesalers, and on the wholesaler's customer mix. The approach that the Company uses to estimate chargebacks has been consistently applied for all periods presented. Variations in estimates have been historically small. The Company continually monitors the provision for chargebacks and makes adjustments when it believes that the actual chargebacks may differ from the estimates. The settlement of chargebacks generally occurs within 30 days after the sale to wholesalers.

Accrual for Product Returns

The Company offers most customers the right to return qualified excess or expired inventory for partial credit; however, products sold to Actavis are non-returnable . The Company's product returns primarily consist of the returns of expired products from sales made in prior periods. Returned products cannot be resold. At the time product revenue is recognized, the Company records an accrual for estimated returns. The accrual is based, in part, upon the historical relationship of product returns to sales and customer contract terms. The Company also assesses other factors that could affect product returns including market conditions, product obsolescence, and the introduction of new competition. Although these factors do not normally give the Company's customers the right to return products outside of the regular return policy, the Company realizes that such factors could ultimately lead to increased returns. The Company analyzes these situations on a case-by-case basis and makes adjustments to the product return reserve as appropriate.

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The provision for product returns is reflected in net revenues. The following table is an analysis of product return liability:

	Six Months Ended June 30,	
	2016	2015
	(in thousands)	
Beginning balance	$ 2,621	$ 2,408
Provision for product returns	637	1,179
Credits issued to third parties	(715)	(977)
Ending balance	$ 2,543	$ 2,610

For the six months ended June 30, 2016 and 2015 , the Company's aggregate product return rate was 1.1% and 1.1 % of qualified sales, respectively.

5. Income (loss) per Share

Basic income (loss) per share is calculated based upon the weighted-average number of shares outstanding during the period and contingently issuable shares such as fully vested deferred stock units, or DSUs, and in 2015, such equity was issued as restricted stock units, or RSUs (such RSUs and DSUs are collectively referred to herein as RSUs), in addition to shares expected to be issued under the Company's employee stock purchase plan, or ESPP, as of the date all necessary conditions for issuance have been met. Diluted income per share gives effect to all potential dilutive shares outstanding during the period, such as stock options, nonvested RSUs and shares issuable under the Company's ESPP.

For the three and six months ended June 30, 2016, options to purchase 6,827,011 shares of stock with a weighted-average exercise price of $18.16 per share, were excluded in the computation of diluted net income per share because the effect from the assumed exercise of these options would be anti-dilutive.

As the Company reported a net loss for the three and six months ended June 30, 2015 , the diluted net loss per share, as reported, is equal to the basic net loss per share since the effect of the assumed exercise of stock options vesting of nonvested RSUs and issuance of common shares under the Company's ESPP are anti-dilutive. Total stock options, nonvested RSUs, and shares issuable under the Company's ESPP, excluded from the three and six months ended June 30, 2015 , net loss per share were 12,550,398, 896,693 , and 165,167, respectively.

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The following table provides the calculation of basic and diluted net income (loss) per share for each of the periods presented:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
	(in thousands, except per share data)			
Basic and dilutive numerator:				
Net income (loss)	$ 6,895	$ (6,647)	$ 9,384	$ (7,312)
Denominator:				
Shares outstanding	44,957	44,849	44,999	44,725
Weighted-average shares outstanding — basic	44,957	44,849	44,999	44,725
Net effect of dilutive securities:				
Incremental shares from equity awards	1,011	—	713	—
Weighted-average shares outstanding — diluted	45,968	44,849	45,712	44,725
Net income (loss) per share — basic	$ 0.15	$ (0.15)	$ 0.21	$ (0.16)
Net income (loss) per share — diluted	$ 0.15	$ (0.15)	$ 0.21	$ (0.16)

6. Segment Reporting

The Company's business is the development, manufacture, and marketing of pharmaceutical products. The Company has established two reporting segments that each report to the Chief Operating Decision Maker, or CODM, as defined in ASC 280, Segment Reporting. The Company's performance is assessed and resources are allocated by the CODM based on the following two reportable segments:

- Finished pharmaceutical products
- Active pharmaceutical ingredients, or API

The finished pharmaceutical products segment manufactures, markets and distributes enoxaparin, Cortrosyn ®, Amphadase ®, naloxone, lidocaine jelly, as well as various other critical and non-critical care drugs. The API segment manufactures and distributes RHI and porcine insulin. The Company also uses RHI for internal product development.

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Selected financial information by reporting segment is presented below:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
	(in thousands)			
Net revenues:				
Finished pharmaceutical products	$ 63,756	$ 50,075	$ 122,310	$ 100,947
API	4,277	3,778	5,089	9,792
Total net revenues	68,033	53,853	127,399	110,739
Gross profit:				
Finished pharmaceutical products	30,598	12,634	56,422	25,487
API	1,116	684	194	1,111
Total gross profit	31,714	13,318	56,616	26,598
Operating expenses	21,384	23,578	42,211	44,119
Income (loss) from operations	10,330	(10,260)	14,405	(17,521)
Non-operating income (expenses)	(578)	31	(837)	1,095
Income (loss) before income taxes	$ 9,752	$ (10,229)	$ 13,568	$ (16,426)

The Company manages its business segments to the gross profit level and manages its operating and other costs on a company-wide basis. The Company does not identify total assets by segment for internal purposes, as the Company's CODM does not assess performance, make strategic decisions, or allocate resources based on assets.

Prior to the Merck API Transaction on April 30, 2014, Merck notified the Company of several environmental items that were not in alignment with Merck's own internal policies and procedures. None of these items were in violation of any French environmental law or regulation. The Company has assessed the nature of the remedial actions to be undertaken and since April 30, 2014, recorded the related expenses of €0.6 million as incurred in cost of sales within the API segment. Based on the letter of understanding signed in conjunction with the acquisition on April 30, 2014, the Company and Merck further entered into an agreement on May 11, 2016, pursuant to which Merck shall reimburse the Company for the costs to complete the remedial actions up to €6.0 million. Accordingly, in the three months and six months ended June 30, 2016, the Company recorded the reimbursement of €0.6 million for the expenses already incurred as a reduction of cost of sales within the API segment.

Net revenues and carrying values of long-lived assets of enterprises by geographic regions are as follows:

	Net Revenue				Long-Lived Assets	
	Three Months Ended June 30,		Six Months Ended June 30,		June 30,	December 31,
	2016	2015	2016	2015	2016	2015
	(in thousands)					
U.S.	$ 67,550	$ 52,757	$ 126,089	$ 105,717	$ 101,430	$ 100,404
China	—	—	—	—	33,835	28,547
France	483	1,096	1,310	5,022	13,382	13,210
Total	$ 68,033	$ 53,853	$ 127,399	$ 110,739	$ 148,647	$ 142,161

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7. Customer and Supplier Concentration

Customer Concentrations

Three large wholesale drug distributors, AmerisourceBergen Corporation, or AmerisourceBergen, Cardinal Health, Inc. or Cardinal, and McKesson Corporation, or McKesson, are all distributors of the Company's products, as well as suppliers of a broad range of health care products. Actavis has exclusive marketing rights of the Company's enoxaparin product to the U.S. retail pharmacy market (see Note 16). MannKind Corporation began buying RHI API from the Company in December 2014. The Company considers these five customers to be its major customers, as each individually, and these customers collectively, represented a significant percentage of the Company's net revenue for the three and six months ended June 30 , 201 6 and 201 5, and accounts receivable as of June 30, 2016 and December 31, 201 5 . The following table provides accounts receivable and net revenues information for these major customers:

	% of Total Accounts Receivable		% of Net Revenue			
			Three Months Ended June 30,		Six Months Ended June 30,	
	June 30, 2016	December 31, 2015	2016	2015	2016	2015
Actavis, Inc. [1]	8 %	12 %	18 %	21 %	20 %	22 %
AmerisourceBergen	12 %	12 %	20 %	18 %	19 %	17 %
Cardinal Health	19 %	20 %	20 %	17 %	20 %	17 %
MannKind Corporation	17 %	13 %	6 %	5 %	3 %	8 %
McKesson	18 %	21 %	19 %	23 %	20 %	21 %

(1) The distribution agreement with Actavis is in the process of being terminated (see Note 16).

Supplier Concentrations

The Company depends on suppliers for raw materials, active pharmaceutical ingredients, and other components that are subject to stringent U.S. Food and Drug Administration, or FDA, requirements. Some of these materials may only be available from one or a limited number of sources. Establishing additional or replacement suppliers for these materials may take a substantial period of time, as suppliers must be approved by the FDA. Furthermore, a significant portion of raw materials may only be available from foreign sources. If the Company is unable to secure, on a timely basis, sufficient quantities of the materials it depends on to manufacture and market its products, it could have a materially adverse effect on the Company's business, financial condition, and results of operations.

8. Fair Value Measurements

The accounting standards of the Financial Accounting Standards Board, or FASB, define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the principal or most advantageous market for the asset or liability at the measurement date (an exit price). These standards also establish a hierarchy that prioritizes observable and unobservable inputs used in measuring fair value of an asset or liability, as described below:

- *Level 1* – Inputs to measure fair value are based on quoted prices (unadjusted) in active markets on identical assets or liabilities;
- *Level 2* – Inputs to measure fair value are based on the following: a) quoted prices in active markets on similar assets or liabilities, b) quoted prices for identical or similar instruments in inactive markets, or c) observable (other than quoted prices) or collaborated observable market data used in a pricing model from which the fair value is derived; and

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- *Level 3* – Inputs to measure fair value are unobservable and the assets or liabilities have little, if any, market activity; these inputs reflect the Company's own assumptions about the assumptions that market participants would use in pricing the assets or liabilities based on best information available in the circumstances.

The Company measures fair value based on the prices that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Company classifies its cash equivalents and short-term investments as Level 1 assets, as they are valued on a recurring basis using quoted market prices with no valuation adjustments applied. The Company does not hold any Level 2 or Level 3 instruments that are measured for fair value on a recurring basis.

The fair values of the Company's financial assets and liabilities measured on a recurring basis, as of June 30, 2016 and December 31, 201 5 , are as follows:

	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)
		(in thousands)		
Cash equivalents:				
Money market accounts	$37,592	$ 37,592	$ —	$ —
Restricted short-term investments:				
Certificates of deposit	1,390	1,390	—	—
Fair value measurement as of June 30, 2016	$38,982	$ 38,982	$ —	$ —
Cash equivalents:				
Money market accounts	$42,486	$ 42,486	$ —	$ —
Restricted short-term investments:				
Certificates of deposit	1,285	1,285	—	—
Fair value measurement as of December 31, 2015	$43,771	$ 43,771	$ —	$ —

The fair value of the Company's cash equivalents includes money market funds and certificates of deposit with original maturities of three months or less. Short-term investments consist of certificate of deposit accounts that expire within 12 months for which market prices are readily available. The restrictions placed on the certificate of deposit accounts have a negligible effect on the fair value of these financial assets; these funds are restricted to meet the Company's obligation for workers' compensation claims.

The Company adopted the required fair value measurements and disclosures provisions related to nonfinancial assets and liabilities. These assets and liabilities are not measured at fair value on a recurring basis but are subject to fair value adjustments in certain circumstances. These items primarily include long-lived assets, goodwill, and intangible assets for which the fair value of assets is determined as part of the related impairment test. As of June 30, 2016 and December 31, 201 5 , there were no significant adjustments to fair value for nonfinancial assets or liabilities.

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9. Goodwill and Intangible Assets

The table below shows the weighted-average life, original cost, accumulated amortization, and net book value by major intangible asset classification as of the dates set forth below:

	Weighted-Average Life (Years)	Original Cost	Accumulated Amortization	Net Book Value
		(in thousands)		
Definite-lived intangible assets				
Product rights	12	$27,134	$ 23,570	$ 3,564
Patents	10	293	122	171
Land-use rights	39	2,540	321	2,219
Acquired ANDAs [1]	15	4,000	89	3,911
Other intangible assets	1	575	526	49
Subtotal	12	34,542	24,628	9,914
Indefinite-lived intangible assets				
Trademark	*	29,225	—	29,225
Goodwill				
Finished pharmaceutical products	*	4,159	—	4,159
Subtotal	*	33,384	—	33,384
As of June 30, 2016	*	$67,926	$ 24,628	$43,298

	Weighted-Average Life (Years)	Original Cost	Accumulated Amortization	Net Book Value
		(in thousands)		
Definite-lived intangible assets				
Product rights	12	$27,134	$ 22,679	$ 4,455
Patents	10	293	107	186
Land-use rights	39	2,540	288	2,252
Other intangible assets	1	590	533	57
Subtotal	12	30,557	23,607	6,950
Indefinite-lived intangible assets				
Trademark	*	29,225	—	29,225
Goodwill				
Finished pharmaceutical products	*	3,726	—	3,726
Subtotal	*	32,951	—	32,951
As of December 31, 2015	*	$63,508	$ 23,607	$39,901

[*] Intangible assets with indefinite lives have an indeterminable average life.
[1] In March 2016, the Company acquired fourteen ANDAs representing eleven different injectable chemical entities from Hikma Pharmaceuticals PLC for $4.0 million. The accounting for this transaction is preliminary. (See note 3).

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Goodwill

The changes in the carrying amounts of goodwill were as follows:

	June 30, 2016	December 31, 2015
	(in thousands)	
Beginning balance	$ 3,726	$ 4,467
Goodwill related to acquisition of business	370	—
Currency translation and other adjustments	63	(741)
Ending balance	$ 4,159	$ 3,726

Primatene ® Trademark

In January 2009, the Company acquired the exclusive rights to the trademark, domain name, website and domestic marketing, distribution and selling rights related to Primatene ® Mist, an over-the-counter bronchodilator product, for a total consideration of $29.2 million, which is its carrying value as of June 30, 2016 .

In determining the useful life of the trademark, the Company considered the following: the expected use of the intangible; the longevity of the brand; the legal, regulatory and contractual provisions that affect their maximum useful life; the Company's ability to renew or extend the asset's legal or contractual life without substantial costs; effects of the regulatory environment; expected changes in distribution channels; maintenance expenditures required to obtain the expected future cash flows from the asset; and considerations for obsolescence, demand, competition and other economic factors.

As a result of environmental concerns about Chlorofluorocarbons, or CFCs, the FDA issued a final ruling on January 16, 2009, that required the CFC formulation of its Primatene ® Mist product to be phased out by December 31, 2011. The former formulation of Primatene ® Mist contained CFCs as a propellant; however, the Company intends to use the trademark for a future version of Primatene ® that utilizes hydrofluoroalkane, or HFA, as a propellant.

In 2013, the Company filed a new drug application, or NDA, for Primatene ® HFA and received a Prescription Drug User Fee Act date set for May 2014. In May 2014, the Company received a complete response letter, or CRL, from the FDA, which requires additional non-clinical information, label revisions and follow-up studies (label comprehension, behavioral/human factors and actual use) to assess consumers' ability to use the device correctly to support approval of the product in the over-the-counter setting. The Company met with the FDA in October 2014 to discuss preliminary data results and to clarify the FDA requirements for further studies. The Company received further advice regarding its ongoing studies from the FDA in January 2016, and subsequently completed the human factor studies accordingly. The Company submitted the NDA amendment on June 28, 2016 and received a target response date of December 28, 2016. However, there can be no guarantee that any amendment to the Company's NDA will result in timely approval of Primatene ® HFA or approval at all.

Based on the Company's filed version of Primatene ® HFA, the Company's response to the CRL to address the FDA's concerns, the long history of the Primatene ® trademark (marketed since 1963) and the Company's perpetual rights to the trademark, the Company has determined that the trademark has an indefinite useful life. If the HFA version is approved by the FDA, it will be marketed under the same trade name; therefore, an impairment charge would not be required.

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10 . Inventories

Inventories are stated at the lower of cost or market, using the first-in, first-out method. Provisions are made for slow-moving, unsellable or obsolete items. Inventories consist of the following:

	June 30, 2016	December 31, 2015
	(in thousands)	
Raw materials and supplies	$ 42,574	$ 31,878
Work in process	16,654	21,455
Finished goods	30,739	19,867
Total inventory	89,967	73,200
Less reserve for excess and obsolete inventories	(1,640)	(2,535)
Total inventory, net	$ 88,327	$ 70,665

11. Property, Plant, and Equipment

Property, plant, and equipment consist of the following:

	June 30, 2016	December 31, 2015
	(in thousands)	
Buildings	$ 84,246	$ 82,309
Leasehold improvements	24,580	23,392
Land	6,915	6,895
Machinery and equipment	109,562	108,442
Furniture, fixtures, and automobiles	14,872	13,439
Construction in progress	25,178	19,942
Total property, plant, and equipment	265,353	254,419
Less accumulated depreciation	(116,706)	(112,258)
Total property, plant, and equipment, net	$ 148,647	$ 142,161

As of June 30, 2016 , the Company had $2.7 million in capitalized manufacturing equipment that is intended to be used specifically for the manufacture of Primatene ® HFA. The Company will continue to monitor developments with the FDA as it relates to its Primatene ® HFA indefinite lived intangible asset in determining if there is an impairment of these related fixed assets (see Note 9).

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1 2 . Debt

Debt consists of the following:

	June 30, 2016	December 31, 2015
	(in thousands)	
Loans with East West Bank		
Mortgage payable due September 2016	$ 2,173	$ 2,211
Equipment loan due April 2017	1,072	1,700
Line of credit facility due September 2017	—	—
Equipment loan due January 2019	3,978	4,748
Mortgage payable due February 2021	3,699	3,725
Equipment credit line due September 2021	2,882	—
Loans with Cathay Bank		
Line of credit facility due May 2018	—	—
Acquisition loan due April 2019	18,055	19,012
Mortgage payable due April 2021	4,414	4,460
Loans with Seine-Normandie Water Agency		
French government loan 1 due March 2018	31	46
French government loan 2 due June 2020	103	128
French government loan 3 due July 2021	335	325
Payment Obligation to Merck	4,043	3,942
Equipment under Capital Leases	1,861	802
Total debt and capital leases	42,646	41,099
Less current portion of long-term debt and capital leases	10,904	10,934
Long-term debt and capital leases, net of current portion	$ 31,742	$ 30,165

Loans with East West Bank

Mortgage Payable—Due September 2016

In September 2006, the Company entered into a mortgage term loan in the principal amount of $2.8 million, which matures in September 2016. The loan is payable in monthly installments with a final balloon payment of $2.2 million plus interest. The loan is secured by one of the buildings at the Company's Rancho Cucamonga, California, headquarters complex. The variable interest rate is equal to the three-month LIBOR plus 2.50%.

Equipment Loan—Due April 2017

In March 2012, the Company entered into an $8.0 million revolving credit facility. In March 2013, the Company converted the outstanding principal balance of $4.9 million into an equipment loan. Borrowings under the facility are secured by equipment purchased with debt proceeds. Borrowings under the facility bear interest at the prime rate as published by *The Wall Street Journal* , plus 0.25%, with a minimum interest rate of 3.50%. This facility matures in April 2017.

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Line of Credit Facility—Due September 2017

In March 2012, the Company entered into a $10.0 million line of credit facility. Borrowings under the facility are secured by inventory and accounts receivable. Borrowings under the facility bear interest at the prime rate as published by *The Wall Street Journal* . This facility was to mature in March 2016. In March 2016, the Company amended the facility to increase the line of credit to $15.0 million and extended the maturity date to September 2017. As of June 30, 2016, the Company did not have any amounts outstanding under this facility.

Equipment Loan —Due January 2019

In July 2013, the Company entered into an $8.0 million line of credit facility. Borrowings under the facility were secured by equipment. The facility b ore interest at the prime rate as published in *The Wall Street Journal* plus 0.25% and was to mature in January 2019.

In January 2015, the Company drew down $6.2 million from the line of credit facility. Subsequently, the facility was converted into an equipment loan with an outstanding principal balance of $6.2 million. Borrowings under the facility are secured by equipment purchased with the debt proceeds. The Company entered into a fixed interest rate swap contract on this facility to exchange the floating rate for a fixed interest payment over the life of the facility without the exchange of the underlying notional debt amount. The fair value of the derivative and unrealized loss was immaterial to the Company's consolidated financial statement at June 30, 2016. The facility bears interest at a fixed rate of 4.48% and matures in January 2019. As of June 30, 2016, the loan had a book value of $4.0 million, which approximates fair value. The variable interest rate is deemed to be a Level 2 input for measuring fair value.

Mortgage Payable—Due February 2021

In December 2010, the Company refinanced an existing mortgage term loan, which had a principal balance outstanding of $4.5 million at December 31, 2010. The loan was payable in monthly installments with a final balloon payment of $3.8 million. The loan was secured by one of the buildings at the Company's Rancho Cucamonga, California, headquarters complex, as well as one of its buildings at its Chino, California, complex. The loan had a variable interest rate at the prime rate as published by *The Wall Street Journal,* with a minimum interest rate of 5.00%, and matured in January 2016.

The Company refinanced the existing mortgage term loan in January 2016, which had a principal balance outstanding of $3.7 million at December 31, 2015. The loan is payable in monthly installments with a final balloon payment of $3.3 million. The loan is secured by one of the buildings at the Company's Rancho Cucamonga, California, headquarters complex. The loan has a variable interest rate at the prime rate as published by *The Wall Street Journal* . Subsequently, the Company entered into a fixed interest rate swap contract on this loan to exchange the variable interest rate for a fixed interest payment over the life of the loan without the exchange of the underlying notional debt amount. The loan bears interest at a fixed rate of 4.39%, and matures in February 2021. The fair value of the derivative and unrealized loss was approximately $0.1 million at June 30, 2016. As of June 30, 2016, the loan had a book value of $3.7 million, which approximates fair value. The variable interest rate is deemed to be a Level 2 input for measuring fair value.

Equipment Credit Line – Due September 2021

In March 2016, the Company entered into a $5.0 million equipment credit line with an 18-month draw down period and interest payments due monthly through September 2017 at the prime rate as published by *The Wall Street Journal* . After the draw down period, the outstanding principal balance converts into a 48-month loan with principal and interest payments due monthly. Borrowings under the facility are secured by the equipment purchased with the debt proceeds, and bears interest at the prime rate as published by *The Wall Street Journal* . This facility matures in September 2021. As of June 30, 2016, the Company has drawn $2.9 million from the equipment line of credit.

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Loans with Cathay Bank

Line of Credit Facility—Due May 2018

In April 2012, the Company entered into a $20.0 million revolving line of credit facility. Borrowings under the facility are secured by inventory, accounts receivable, and intangibles held by the Company. The facility bears interest at the prime rate as published by *The Wall Street Journal* with a minimum interest rate of 4.00%. This revolving line of credit was to mature in May 2016. In June 2016, the Company modified the facility to extend the maturity date to May 2018. As of June 30, 2016 , the Company did not have any amounts outstanding under this facility.

Acquisition Loan with Cathay Bank—Due April 2019

On April 22, 2014, in conjunction with the Merck API Transaction, the Company entered into a secured term loan with Cathay Bank as lender. The principal amount of the loan is $21.9 million and bears a variable interest rate at the prime rate as published by *The Wall Street Journal* , with a minimum interest rate of 4.00%. Beginning on June 1, 2014 and through the maturity date, April 22, 2019, the Company must make monthly payments of principal and interest based on the then outstanding amount of the loan amortized over a 120 -month period. On April 22, 2019, all amounts outstanding under the loan become due and payable, which would be approximately $12.0 million based upon an interest rate of 4.00%. The loan is secured by 65% of the issued and outstanding shares of stock in AFP and certain assets of the Company, including accounts receivable, inventory, certain investment property, goods, deposit accounts, and general intangibles but not including the Company's equipment and real property.

The loan includes customary restrictions on, among other things, the Company's ability to incur additional indebtedness, pay dividends in cash or make other distributions in cash, make certain investments, create liens, sell assets, and make loans. The loan also includes customary events of defaults, the occurrence and continuation of any of which provide Cathay Bank the right to exercise remedies against the Company and the collateral securing the loan. These events of default include, among other things, the Company's failure to pay any amounts due under the loan, the Company's insolvency, the occurrence of any default under certain other indebtedness or material agreements, and a final judgment against the Company that is not discharged in 30 days.

Mortgage Payable—Due April 2021

In March 2007, the Company entered into a mortgage term loan in the principal amount of $5.3 million, which matured in March 2014. In April 2014, the Company refinanced the mortgage term loan, which had a principal balance outstanding of $4.6 million. The loan is payable in monthly installments with a final balloon payment of $3.9 million. The loan is secured by the building at the Company's Canton, Massachusetts location and bears interest at a fixed rate of 5.42% and matures in April 2021. As of June 30, 2016 , the loan had a fair value of $ 4.8 million , compared to a book value of $4.4 million. The fair value of the loan was determined by using the interest rate associated with the Company's mortgage loans with similar terms and collateral that has variable interest rates. The fair value of debt obligations is not measured on a recurring basis and the variable interest rate is deemed to be a Level 2 input for measuring fair value.

Loans with Seine-Normandie Water Agency

In January 2015, the Company entered into three French government loans with the Seine-Normandie water agency in the aggregate amount of €0.6 million, or $0.7 million, subject to currency exchange fluctuations. The life of the loans range between three to six years, and include annual equal payments and bear no interest over the life of the loans.

As of June 30, 2016 , the payment obligation had an aggregate book value of €0.4 million, or $ 0.5 million, subject to currency exchange fluctuations, which approximates fair value. The fair value of the payment obligation was determined by using the interest rate associated with the Company's acquisition loan with Cathay Bank that bears a variable interest

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rate at the prime rate as published by *The Wall Street Journal* , with a minimum interest rate of 4.00%. The fair value of the debt obligation is not measured on a recurring basis and the variable interest rate is deemed to be a Level 2 input for measuring fair value.

Payment Obligation

Merck—Due December 2017

On April 30, 2014, in conjunction with the Merck API Transaction, the Company entered into a commitment obligation with Merck, in the principal amount of €11.6 million, or $16.0 million, subject to currency exchange fluctuations. The terms of the purchase price include annual payments over four years and bear a fixed interest rate of 3.00%. The final payment to Merck relating to this obligation is due December 2017. In December 2015 and 2014, the Company made a principal payment of €3.2 million, or $3.5 million and €4.9 million, or $6.0 million, respectively.

As of June 30, 2016 , the payment obligation had a book value of €3.6 million, or $4 .0 million, which approximates fair value. The fair value of the payment obligation was determined by using the interest rate associated with the Company's acquisition loan with Cathay Bank that bears a variable interest rate at the prime rate as published by *The Wall Street Journal* , with a minimum interest rate of 4.00%. The fair value of the debt obligation is not re-measured on a recurring basis and the variable interest rate is deemed to be a Level 2 input for measuring fair value.

Covenants

At June 30, 2016 and December 31, 2015 , the Company was in compliance with its debt covenants, which include a minimum current ratio, minimum debt service coverage, minimum tangible net worth, and maximum debt-to-effective-tangible-net-worth ratio, computed on a consolidated basis in some instances and on a separate-company basis in others.

Equipment under Capital Leases

The Company entered into leases for certain equipment under capital leasing arrangements, which will expire at various times through 20 21 . The cost of equipment under capital leases was $1.9 million and $1.5 million at June 30, 2016 and December 31, 201 5, respectively .

The accumulated depreciation of equipment under capital leases was $0.1 million and $0.7 million at June 30, 2016 and December 31, 201 5 , respectively. Depreciation of assets recorded under capital leases is included in depreciation expense in the accompanying consolidated financial statements.

1 3 . Income Taxes

The following table sets forth the Company's income tax provision for the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
	(in thousands)			
Income (loss) before taxes	$ 9,752	$ (10,229)	$ 13,568	$ (16,426)
Income tax expense (benefit)	2,857	(3,582)	4,184	(9,114)
Net income (loss)	$ 6,895	$ (6,647)	$ 9,384	$ (7,312)
Income tax provision (benefit) as a percentage of income (loss) before income taxes	29.3 %	(35.0)%	30.8 %	(55.5)%

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The Company's income tax provision for the three and six months ended June 30, 2016, was 29.3% and 30.8% of income before taxes, respectively. The Company has a full valuation allowance against its French deferred tax assets; however, a tax benefit is included in the annual effective tax rate computation due to the French entity reporting a year-to-date foreign exchange gain in other comprehensive income. The blended effective income tax rate expected for the year ending December 31, 201 6, is 30.9%. This effective tax rate factors in various permanent differences, including domestic deductions, the impact of foreign o perations, and various credits. The Company's income tax benefit of 35.0% and 55.5% during the three and six months ended June 30, 2015 , respectively, factored in similar permanent items as well as the impact of its foreign operations.

Valuation Allowance

In assessing the need for a valuation allowance, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. Ultimately, the realization of deferred tax assets depends on the existence of future taxable income. M anagement considers sources of taxable income such as income in prior carryback periods, future reversal of existing deferred taxable temporary differences, tax-planning strategies, and projected future taxable income.

In connection with the AFP purchase accounting in 2014, the Company recorded a valuation allowance against an intangible deferred tax asset of €3.2 million, or $4.4 million, subject to currency exchange fluctuations, with an offsetting entry to goodwill, since management did not believe that it was more likely than not that the deferred tax asset would be realized. In March 2015, the Company reversed the €3.2 million, or $3.3 million, subject to currency exchange fluctuations, deferred tax valuation allowance in conjunction with the transfer of AFP's intangible assets from France to the U.S. The difference in U.S. dollars relates to the currency exchange fluctuation, which is recorded in the Company's accumulated other comprehensive loss as a foreign currency translation adjustment.

In 2015, the Company assessed the realizability of the deferred tax assets for AFP. Due to the potential impact of reduced revenues from the MannKind contract and other factors, the Company determined that it was not more likely than not that the net deferred tax assets of AFP would be realized. Therefore, the Company established a full valuation allowance of $0.9 million as of December 31, 2015, and continues to maintain a full valuation allowance on all AFP deferred tax assets.

In 2016, for computing its annual effective tax rate, the Company did not benefit from its losses in the states where it files separately. This increased the Company's income tax expense by $0.1 million and $0.2 million during the three and six months ended June 30, 2016, respectively.

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1 4 . Stockholders' Equity

A summary of the changes in stockholders' equity for the six months ended June 30, 2016, consisted of the following:

	Six Months Ended June 30, 2016
	(in thousands)
Stockholders' equity as of December 31, 2015	$ 295,510
Net income	9,384
Accumulated other comprehensive loss	(215)
Exercise of stock options	3,253
Issuance of common stock to employees under ESPP	915
Nonemployee share-based compensation expense	815
Employee share-based compensation expense	7,234
Repurchase of common stock [(1)]	(1,242)
Purchase of treasury stock	(8,190)
Stockholders' equity as of June 30, 2016	$ 307,464

(1) Repurchase of common stock relating to the tax withholding of equity award settlements.

2014 Employee Stock Purchase Plan

In June 2014, the Company adopted the Employee Stock Purchase Plan, or ESPP, in connection with its initial public offering. A total of 2,000,000 shares of common stock are reserved for issuance under this plan. The Company's ESPP permits eligible employees to purchase common stock at a discount through payroll deductions during defined offering periods. Under the ESPP, the Company may specify offerings with durations of not more than 27 months, and may specify shorter purchase periods within each offering. Each offering will have one or more purchase dates on which shares of its common stock will be purchased for employees participating in the offering. An offering may be terminated under certain circumstances. The price at which the stock is purchased is equal to the lower of 85% of the fair market value of the common stock at the beginning of an offering period or on the date of purchase.

As of June 30, 2016, the Company has issued 193,849 shares of common stock under the ESPP and 1,806,151 shares of its common stock remained available for issuance.

For the three and six months ended June 30, 2016 , the Company recorded ESPP expense of $0.2 million and $0.3 million, respectively . For the three and six months ended June 30, 2015 , the Company recorded ESPP expense of $0.1 million and $0.2 million, respectively .

Share Buyback Program

On November 6, 2014, the Company's Board of Directors authorized a $10.0 million share buyback program, which was completed in December 2015. On November 10, 2015, the Company's Board of Directors authorized an additional $10.0 million share buyback program. The primary goal of the programs is to offset dilution created by the Company's equity compensation programs.

Purchases are being made through the open market and private block transactions pursuant to Rule 10b5-1 plans, privately negotiated transactions or other means as determined by the Company's management and in accordance with the requirements of the Securities and Exchange Commission. The timing and actual number of shares repurchased will

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depend on a variety of factors including price, corporate and regulatory requirements, and other conditions. These repurchased shares are accounted for under the cost method and are included as a component of treasury stock in the Company's Consolidated Balance Sheets.

Pursuant to the Company's share repurchase program, the Company purchased 265,900 and 664,500 shares of its common stock during the three and six months ended June 30, 2016, for total consideration of $3.5 million and $8.2 million, respectively.

The 2015 Equity Incentive Plan

In March 2015, the Board of Directors adopted the Company's 2015 Equity Incentive Plan, or the 2015 Plan, which was approved by the Company's stockholders in May 2015 and is set to expire in March 2025. The 2015 Plan is designed to meet the needs of a publicly traded company, including the requirements for granting "performance based compensation" under Section 162(m) of the Internal Revenue Code. The 2015 Plan provides for the grant of incentive stock options, nonstatutory stock options, restricted stock, restricted stock units, stock appreciation rights, performance units, performance shares, and other stock or cash awards to employees of the Company and its subsidiaries, members of the Board of Directors and consultants.

The Company initially reserved 5,000,000 shares of common stock for issuance under the 2015 Plan. This number will be increased by the number of shares available for issuance under the Company's prior equity incentive plans or arrangements that are not subject to options or other awards, plus the number of shares of common stock related to options or other awards granted under the Company's prior equity incentive plans or arrangements that are repurchased, forfeited, expired, or cancelled on or after the effective date of the 2015 Plan. The 2015 Plan also contains an "evergreen provision" that allows for an annual increase in the number of shares available for issuance on January 1 of each year during the 10 year term of the 2015 Plan, beginning January 1, 2016. The annual increase in the number of shares shall be the lessor of (i) 3,000,000 shares, (ii) two and one-half percent (2.5%) of the outstanding shares on the last day of the immediately preceding fiscal year, or (iii) such number of shares as determined by the Board of Directors. As of the effective date, there were 5,300,296 shares available for grant under the 2015 Plan.

As of June 30, 2016, the Company reserved an aggregate of 3,876,768 shares of common stock for future issuance under the 2015 Plan, including an additional 1,129,962 shares reserved under the 2015 Plan pursuant to the evergreen provision.

Share-Based Award Activity and Balances

The Company accounts for share ‑based compensation payments in accordance with ASC 718, which requires measurement and recognition of compensation expense at fair value for all share ‑based payment awards made to employees, directors, and nonemployees. Under these standards, the fair value of share ‑based payment awards is estimated at the grant date using an option-pricing model and the portion that is ultimately expected to vest is recognized as compensation cost over the requisite service period. The Company uses the Black-Scholes option-pricing model to estimate the fair value of share ‑based awards and recognizes share ‑based compensation cost over the vesting period using the straight-line single option method. Non ‑vested stock options held by non-employees are revalued using the Company's estimate of fair value at each balance sheet date.

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The weighted-averages for key assumptions used in determining the fair value of options granted during the three and six months ended June 30, 2016 and 2015, are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Average volatility	33.0 %	24.9 %	30.4 %	27.1 %
Risk-free interest rate	0.9 %	1.1 %	1.5 %	1.2 %
Weighted-average expected life in years	3.0	3.2	5.5	4.5
Dividend yield rate	— %	— %	— %	— %

A summary of option activity under all plans for the six months ended June 30, 2016, is presented below:

	Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value [1]
				(in thousands)
Outstanding as of December 31, 2015	12,240,467	$ 15.41		
Options granted	2,382,036	12.15		
Options exercised	(280,303)	11.61		
Options cancelled	(126,225)	13.46		
Options expired	(233,136)	24.11		
Outstanding as of June 30, 2016	13,982,839	$ 14.80	4.62	$ 37,001
Exercisable as of June 30, 2016	8,039,685	$ 16.02	3.25	$ 19,081

(1) The aggregate intrinsic value is calculated as the difference between the exercise price of the underlying awards and the estimated fair value of the Company's common stock for those awards that have an exercise price below the estimated fair value at June 30, 2016.

For the three and six months ended June 30, 2016 , the Company recorded stock option expense related to employees and the Board of Directors under all plans of $2 .5 million and $4 .8 million, respectively. For the three and six months ended June 30, 2015 , the Company recorded stock option expense related to employees and the Board of Directors under all plans of $ 2.4 million and $4 .0 million, respectively.

Information relating to option grants and exercises is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
	(in thousands, except per share data)			
Weighted-average grant date fair value	$ 3.88	$ 2.89	$ 3.40	$ 3.44
Intrinsic value of options exercised	967	2,264	982	2,453
Cash received	3,149	9,531	3,253	10,441
Total fair value of the options vested during the year	2,000	1,112	5,260	2,536

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A summary of the status of the Company's nonvested options as of June 30, 2016 , and changes during the six months ended June 30, 2016 , are presented below:

	Options	Weighted-Average Grant Date Fair Value
Nonvested as of December 31, 2015	5,202,095	$ 3.44
Options granted	2,382,036	3.40
Options vested	(1,514,752)	3.47
Options forfeited	(126,225)	4.65
Nonvested as of June 30, 2016	5,943,154	3.39

As of June 30, 2016 , there was $ 14.1 million of total unrecognized compensation cost, net of forfeitures, related to nonvested stock option based compensation arrangements granted under all plans. The cost is expected to be recognized over a weighted-average period of 2.4 years and will be adjusted for future changes in estimated forfeitures.

Deferred Stock Units/Restricted Stock Units

Beginning in 2007, the Company granted deferred stock units, or DSUs, to certain employees and members of the Board of Directors with a vesting period of up to five years, and commencing in 2015, such equity was issued as restricted stock units, or RSUs (such RSUs and DSUs are collectively referred to herein as RSUs). The grantee receives one share of common stock at a specified future date for each RSU awarded. The RSUs may not be sold or otherwise transferred until certificates of common stock have been issued, recorded, and delivered to the participant. The RSUs do not have any voting or dividend rights prior to the issuance of certificates of the underlying common stock. The share-based expense associated with these grants was based on the Company's common stock fair value at the time of grant and is amortized over the requisite service period, which generally is the vesting period. The Company recorded a total expense of $1.6 million and $3.0 million for the three and six months ended June 30, 2016, respectively, for these RSU awards, compared to the prior year expense of $1.2 million and $1.7 million for the three and six months ended June 30, 2015, respectively .

As of June 30, 2016, there was $12.6 million of total unrecognized compensation cost, net of forfeitures, related to nonvested RSU-based compensation arrangements granted under all Plans. The cost is expected to be recognized over a weighted-average period of 2.6 years and will be adjusted for future changes in estimated forfeitures.

Additionally, prior to the Company's initial public offering, the Company issued RSUs that were treated as an accounting exchange for expiring stock options, whereby the fair value of the expiring stock options equaled the fair value of the RSUs at the date of the exchange. As such, the Company did not record any expense related to these award modifications.

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Information relating to RSU grants and deliveries is as follows:

	Total RSUs Issued	Total Fair Market Value of RSUs Issued as Compensation [1]
		(in thousands)
RSUs outstanding at December 31, 2015	866,540	
RSUs granted	726,830	$ 8,549
RSUs forfeited	(39,070)	
Common stock delivered	(207,569)	
RSUs surrendered for taxes	(102,641)	
RSUs outstanding at June 30, 2016	1,244,090	

(1) The total fair market value is derived from the number of RSUs granted times the current stock price on the date of grant.

Equity Awards to Consultants

The Company has entered into various consulting agreements with Company stockholders and outside consultants. Consulting expenses are accrued as services are rendered. Consulting services are paid in cash and/or in common stock or stock options. Share-based compensation expense is recorded over the service period based on the estimated fair market value of the equity award at the date services are performed or upon completion of all services under the agreement. During the three months ended June 30, 2016, the Company recorded an immaterial amount of share-based compensation related to the issuance of equity awards for services rendered by consultants. During the six months ended June 30, 2016, the Company recorded approximately $0.1 million in share-based compensation related to the issuance of equity awards for services rendered by consultants. During the three and six months ended June 30, 2015, the Company recorded an immaterial amount of share-based compensation related to the issuance of equity awards for services rendered by consultants.

The Company recorded share-based compensation expense under all plans and is included in the Company's consolidated statement of operations as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
	(in thousands)			
Cost of revenues	$ 771	$ 730	$ 1,570	$ 1,218
Operating expenses:				
Selling, distribution and marketing	65	59	131	99
General and administrative	3,100	2,650	5,746	4,140
Research and development	262	261	602	473
Total share-based compensation	$ 4,198	$ 3,700	$ 8,049	$ 5,930

15. Employee Benefits

401(k) Plan

The Company has a defined contribution 401(k) plan, or the Plan, whereby eligible employees voluntarily contribute up to a defined percentage of their annual compensation. The Company matches contributions at a rate of 50% on the first 6% of employee contributions, and pays the administrative costs of the Plan. Employer contributions vest over four years. Total employer contributions for the three and six months ended June 30, 2016, were approximately $0.3 million

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and $0.5 million, respectively, compared to the prior year expense of $0.2 million and $0.4 million for the three and six months ended June 30, 2015, respectively.

Defined Benefit Pension Plan

In connection with the Merck API Transaction, the Company assumed an obligation associated with a defined-benefit plan for eligible employees of AFP. This plan provides benefits to the employees from the date of retirement and is based on the employee's length of time with the Company. The calculation is based on a statistical calculation combining a number of factors that include the employee's age, length of service, and AFPs turnover rate.

The liability under the plan is based on a discount rate of 1.75% as of June 30, 2016 and December 31, 2015. The liability is included in accrued liabilities in the accompanying consolidated balance sheets. The plan is currently unfunded, and the benefit obligation under the plan was $1.7 million and $1.6 million at June 30, 2016 and December 31, 2015, respectively. The Company recorded an immaterial amount of expense under the plan for the three and six months ended June 30, 2015.

1 6 . Commitments and Contingencies

Distribution Agreement with Actavis, Inc.

In May 2005, the Company entered into an agreement to grant certain exclusive marketing rights for its enoxaparin product to Andrx Pharmaceuticals, Inc., or Andrx, which generally extends to the U.S. retail pharmacy market. To obtain such rights, Andrx made a non-refundable, upfront payment of $4.5 million to the Company upon execution of the agreement, which was classified as deferred revenues. Under the agreement, the Company is paid a fixed cost per unit sold to Andrx and also shares in the gross profits (as defined) from Andrx's sales of the product in the U.S. retail pharmacy market. In November 2006, Watson Pharmaceuticals, Inc., or Watson, acquired Andrx and all of the rights and obligations associated with the agreement. In January 2013, Watson adopted Actavis, Inc. as its new global name. In March 2015, Actavis acquired Allergan plc and adopted Allergan plc as its new global name in June 2015.

In January 2012, the Company launched enoxaparin, beginning the seven -year period in which Actavis has the exclusive marketing rights for the Company's enoxaparin product in the U.S. retail pharmacy market and the start of the Company's recognition of the $4.5 million deferred revenue over this period on a straight-line basis. Actavis has an option to renew the agreement for an additional three years. As of June 30, 2016 and December 31, 2015, the balance of the deferred revenue was $1.7 million and $2.0 million, respectively. On June 30, 2016, the Company and Actavis agreed to terminate the agreement upon the earlier of (i) January 1, 2017, and (ii) such earlier date that is 30 days after Actavis notifies the Company in writing that Actavis has less than 30 days inventory of the enoxaparin product remaining in Actavis's possession or scheduled to be delivered pursuant to the pending purchase orders. The Company will recognize the remaining balance of the deferred revenue of $1.7 million as of June 30, 2016 over the period from July 1, 2016 through December 31, 2016, on a straight-line basis as a result of the revised estimate of the contractual period.

The Company manufactures its enoxaparin product for the retail market according to demand specifications of Actavis . Upon shipment of enoxaparin to Actavis , the Company recognizes product sales at an agreed transfer price and records the related cost of products sold. Based on the terms of the Company's distribution agreement with Actavis , the Company is entitled to a share of the ultimate profits based on the eventual net revenue from enoxaparin sales by Actavis to the end user less the agreed transfer price originally paid by Actavis to the Company. Actavis provides the Company with a quarterly sales report that calculates the Company's share of Actavis enoxaparin gross profit. The Company records its share of Actavis gross profit as a component of net revenue.

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Supply Agreement with MannKind Corporation

On July 31, 2014, the Company entered in a supply agreement with MannKind Corporation, or MannKind, pursuant to which the Company will manufacture for and supply to MannKind certain quantities of RHI for use in MannKind's product Afrezza ®. Under the terms of the supply agreement, the Company will be responsible for manufacturing the RHI in accordance with MannKind's specifications and agreed-upon quality standards. MannKind has agreed to purchase annual minimum quantities of RHI under the supply agreement of an aggregate amount of approximately €120.1 million, or approximately $146.0 million, in calendar years 2015 through 2019.

MannKind paid a non-refundable reservation fee to the Company in the amount of €11.0 million, or approximately $14.0 million upon entry into the agreement. Under the agreement, the non-refundable reservation fee was considered as partial payment for the purchase commitment quantity for 2015. The Company classified the amount as deferred revenue. As of December 31, 2015, the full amount of the deferred revenue has been recognized.

Unless earlier terminated, the term of the supply agreement expires on December 31, 2019, and can be renewed for additional, successive two -year terms upon 12 month's written notice given prior to the end of the initial term or any additional two-year term. MannKind and the Company each have customary termination rights, including termination for material breach that is not cured within a specific time frame or in the event of liquidation, bankruptcy, or insolvency of the other party. In addition, MannKind may terminate the supply agreement upon two years' prior written notice to the Company without cause or upon 30 days prior written notice to the Company if a controlling regulatory authority withdraws approval for Afrezza ®; provided, however, in the event of a termination pursuant to either of these scenarios, the provisions of the supply agreement require MannKind to pay the full amount of all unpaid purchase commitments due over the initial term within 60 calendar days of the effective date of such termination.

In January 2015, the Company entered into a supply option agreement with MannKind, pursuant to which MannKind will have the option to purchase RHI, for use in MannKind's product Afrezza ®, in addition to the amounts specified in the July 2014 supply agreement. Under the agreement, MannKind has the option to purchase additional RHI in calendar years 2016 through 2019. In the event MannKind elects not to exercise its minimum annual purchase option for any year, MannKind shall pay the Company a capacity cancellation fee.

By mutual agreement, MannKind did not purchase the full contractually obligated quantities of RHI in 2015. The 2015 sales of RHI to MannKind were $20.8 million. In October 2015, MannKind informed the Company they were not going to exercise the option to purchase additional quantities of RHI for 2016 under the supply option agreement. Accordingly, MannKind paid the Company a capacity cancellation fee in October 2015 for not exercising its minimum annual purchase option for 2016. The Company recognized this payment as revenue in fiscal 2015. In the six months ended June 30, 2016, sales of RHI to MannKind totaled $3.8 million. The Company is currently in discussions with MannKind regarding the timing of future purchases.

Collaboration Agreement with a Medical Device Manufacturer

The Company has entered into a collaboration agreement with a medical device manufacturer to develop a drug delivery system to be used by the Company for one of its pipeline products. As of June 30, 2016 the Company has paid an upfront payment of $0.5 million and $0.7 million in milestone payments under this agreement, which were classified as research and development expense. The Company is obligated to pay up to an additional $1.3 million if certain milestones are met. As of June 30, 2016, no such obligation existed. If the medical device manufacturer is successful in the development of this drug delivery system and the Company's pipeline products receive appropriate regulatory approval, the Company intends to enter into a commercial supply agreement with such medical device manufacturer for a minimum purchase of 1.0 million units during the first 12 months.

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Operating Lease Agreements

The Company leases real and personal property, in the normal course of business, under various non-cancelable operating leases. The Company, at its option, can renew a substantial portion of its leases, at the market rate, for various renewal periods ranging from one to six years. Rental expense under these leases for the three and six months ended June 30, 2016, was approximately $0.9 million and $1.7 million, respectively, compared to $0.9 million and $1.7 million for the three and six months ended June 30, 2015, respectively .

Purchase Commitments

As of June 30, 2016 , the Company has entered into commitments to purchase equipment and raw materials for an aggregate of $16.9 million. The Company anticipates that most of these commitments will be fulfilled by 201 7 .

The Company entered into agreements with a Chinese governmental entity to acquire land-use rights to real property in Nanjing, China. Under the terms of these agreements, the Company committed to invest capital in its wholly-owned subsidiary, ANP, and to develop these properties as an API manufacturing facility for the Company's pipeline products. In conjunction with these agreements, ANP modified its business license on July 3, 2012, to increase its authorized capital. As of June 30, 2016 , the Company had invested approximately $4 9 .0 million in ANP of its registered capital commitment of $61.0 million. The Company has committed to invest an additional $ 12 .0 million in ANP by December 201 7 . This investment in ANP will result in cash being transferred from the U.S. parent company to ANP.

Per these agreements, in January 2010, the Company acquired certain land-use rights with a carrying value of $1.2 million. In addition, the Company purchased additional land-use rights in November 2012 for $1.3 million. The Company committed to spend approximately $15.0 million in land development. The agreements require the construction of fixed assets on the property and specified a timetable for the construction of these fixed assets. The current pace of development of the property is behind the schedules described in the purchase agreements and, per the purchase agreement, potential monetary penalties could result if the development is delayed or not completed in accordance with the guidelines stated in the purchase agreements. The Company is in discussions with the Chinese government regarding the development and believes that the likelihood of incurring any penalty is remote.

1 7 . Litigation

Enoxaparin Patent Litigation

In September 2011, Momenta Pharmaceuticals, Inc., or Momenta, a Boston ‑based pharmaceutical company, and Sandoz Inc., or Sandoz, the generic division of Novartis, initiated litigation against the Company for alleged patent infringement of two patents related to testing methods for batch release of enoxaparin, which the Company refers to as the "'886 patent" and the "'466 patent." The lawsuit was filed in the United States District Court for the District of Massachusetts, or the District Court. In October 2011, the District Court issued a preliminary injunction barring the Company from selling its generic enoxaparin product and also requiring Momenta and Sandoz to post a $100.1 million bond. The preliminary injunction was stayed by the United States Court of Appeals for the Federal Circuit, or the Federal Circuit, in January 2012, and reversed by the Federal Circuit in August 2012.

In January 2013, the Company moved for summary judgment of non ‑infringement of both patents. Momenta and Sandoz withdrew their allegations as to the '466 patent, and in July 2013, the District Court granted the Company's motion for summary judgment of non ‑infringement of the '886 patent and denied Momenta and Sandoz's motion for leave to amend their infringement contentions. On January 24, 2014, the District Court judge entered final judgment in the Company's favor on both patents. Momenta and Sandoz also filed a motion to collect attorneys' fees and costs relating to a discovery motion which the District Court granted. On May 9, 2016, the District Court issued an order imposing fees and costs of approximately $0.4 million in relation to this discovery motion. This amount has been accrued in the General and

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Administrative expense for the quarter ended March 31, 2016 . On January 30, 2014, Momenta and Sandoz filed a notice of appeal to the Federal Circuit appealing the court's final judgment including summary judgment denying Momenta and Sandoz's motion for leave to amend their infringement contentions.

Following appeal briefing filed by the parties, t he Federal Circuit held oral argument on May 4, 2015. On November 10, 2015, the Federal Circuit panel affirmed-in-part and vacated-in-part the decision of the District Court granting summary judgment of non-infringement as to the Company, and it remanded the case to the District Court for further proceedings consistent with its opinion. The Federal Circuit panel affirmed the District Court's holding in the Company's favor that the Company does not infringe under 35 U.S.C. 271(g), and the panel vacated the grant of summary judgment to the extent it was based on the determination that the Company's activities fall within the 35 U.S.C. 271(e)(1) safe harbor. The Federal Circuit panel also left to the District Court's discretion whether to reconsider on remand its denial of leave for Momenta and Sandoz to amend their infringement contentions. On January 11, 2016, the Company filed a Petition for Rehearing En Banc with the Federal Circuit. On February 17, 2016, the Federal Circuit denied the Company's Petition, and the Federal Circuit issued its mandate on February 24, 2016, whereby the case will return to the District Court for further proceedings.

On March 18, 2016, the parties filed a joint status report with the District Court. On June 21, 2016, the District Court granted Momenta and Sandoz's Motion for Leave to Amend its Infringement Contentions. In light of Momenta and Sandoz's Amended Infringement Contentions and recent changes in Supreme Court precedent since the case was stayed in 2012, the Company sought to amend its Non-Infringement and Invalidity Contentions. The District Court then held a status conference on July 6, 2016 and referred the issue of the Company's amended contentions to the Magistrate Judge for briefing and further informed the parties that replies to any Summary Judgment motion are due in May 2017 and trial is set to begin on July 10, 2017. On July 15, 2016, the District Court entered the Amended Scheduling Order setting the end of any remaining fact discovery for November 22, 2016 and the end of expert discovery for March 24, 2017.

On July 18, 2016, the Company submitted its Motion for Leave to Amend Its Non-Infringement and Invalidity Contentions and Momenta and Sandoz's responded on July 25, 2016. In light of new arguments made in their response, the Company further filed a Motion For Leave to Reply in Further Support of Defendants' Motion for Leave to Amend Non-Infringement and Invalidity Contentions. The District Court has not yet ruled on the Company's pending motions regarding its amended contentions.

In parallel with the District Court proceedings, the Company is appealing the Federal Circuit's decision to vacate the grant of the Company's summary judgment to the extent it was based on the determination that the Company's activities are protected under the Safe Harbor. The Company filed a Petition for a Writ of Certiorari with the Supreme Court on May 17, 2016. Momenta and Sandoz initially waived their right to respond to the petition; however, on May 31, 2016, the Supreme Court requested a response from Momenta and Sandoz. The response from Momenta and Sandoz was initially due on June 30, 2016 but they requested an extension. Momenta and Sandoz filed their response on August 1, 2016.

The Company intends to vigorously defend this case in the District Court and pursue its legal appeal with the Supreme Court. The Company intends to attempt to collect the $100.1 million bond posted by Momenta and Sandoz following a decision on the merits in the event the Company prevails in District Court, or following a decision by the Supreme Court, in the event that the Supreme Court reverses the Federal Circuit decision that the Company's activities do not fall within the Safe Harbor.

False Claims Act Litigation

In January 2009, the Company filed a qui tam complaint in the U.S. District Court for the Central District of California, or the District Court, alleging that Aventis Pharma S.A., or Aventis, through its acquisition of a patent through false and misleading statements to the U.S. Patent and Trademark Office, as well as through false and misleading statements to the

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FDA, overcharged the federal and state governments for its Lovenox ® product. If the Company is successful in this litigation, it could be entitled to a portion of any damage award that the government ultimately may recover from Aventis. In October 2011, the District Court unsealed the Company's complaint.

On February 28, 2014, Aventis filed a motion for summary judgment on the issue of the adequacy of the Company's notice letter to the government, and the District Court denied Aventis' motion for summary judgment in a final order it issued on May 12, 2014. On June 9, 2014, at Aventis' request, the District Court issued an order certifying for appeal its order denying Aventis' motion for summary judgment. On June 9, 2014, Aventis filed with the United States Court of Appeals for the Ninth Circuit, or the Ninth Circuit, a petition for permission to appeal the District Court's denial of Aventis' motion for summary judgment, and the Company filed an opposition to Aventis' petition on June 19, 2014. On August 22, 2014, the Ninth Circuit granted Aventis' petition. The parties have completed and filed their respective appeal briefs with the Ninth Circuit. A date for oral argument has not been set by the Ninth Circuit.

The District Court set an evidentiary hearing for July 7, 2014 on the "original source" issue, a key element under the False Claims Act. The evidentiary hearing was conducted as scheduled, from July 7, 2014 through July 10, 2014. On July 13, 2015, the District Court issued a ruling concluding that the Company is not an original source under the False Claims Act, and the District Court entered final judgment dismissing the case for lack of subject matter jurisdiction.

On July 27, 2015, Aventis filed a request for attorneys' fees with the District Court, and on August 3, 2015, the Company filed objections to Aventis's request. On July 20, 2015, the Company filed with the Ninth Circuit a notice of appeal of the District Court's dismissal of the case, and Aventis filed a notice of cross-appeal on August 5, 2015. On November 12, 2015, Aventis filed a pleading asking that the District Court impose various monetary penalties and fines against the Company, including disgorgement of enoxaparin revenues and attorneys' fees expended by Aventis in this action, based on Aventis's allegations that the Company engaged in sanctionable conduct. On November 23, 2015, the District Court issued an order setting forth a procedure for sanctions proceedings as to the Company as well as its outside counsel. On December 24, 2015, the Company filed a pleading with the District Court opposing the imposition of sanctions, and on January 20, 2016, Aventis filed a response pleading further pressing for the imposition of sanctions. On May 4, 2016, the District Court issued three orders requesting that the Company and its outside counsel file a document showing cause as to why sanctions should not be imposed and to set up a conference call with the partiers and the court to discuss whether any discovery and/or a hearing is necessary. On June 13, 2016, the Company and its outside counsel each filed responses to the Court's order to show cause as to why sanctions should not be imposed. On July 21, 2016, Aventis filed a response contending that the Court should impose sanctions. The Company intends to continue to vigorously defend against any such imposition of sanctions.

On March 28, 2016, the Company filed its opening brief with the Ninth Circuit Court of Appeals setting forth detailed arguments as to why the False Claims Act litigation should not have been dismissed by the District Court. On June 20, 2016, Aventis filed its principal brief in the appeal, responding to the Company's arguments regarding dismissal of the False Claims Act litigation, and setting forth Aventis's argument that it should be awarded attorneys' fees and expenses. The Company's reply brief is due on September 19, 2016. The Company intends to vigorously defend this case.

California Employment Litigation

On January 6, 2015, the Company received a formal demand from Plaintiff's counsel in an employment related lawsuit captioned Eva Hernandez v. International Medication Systems Limited, in connection with a complaint originally filed on February 4, 2013 in the Superior Court of California County of Los Angeles, or the Court, by plaintiff Eva Hernandez on behalf of herself and others similarly situated. Plaintiff's complaint included alleged violations of the California Labor Code stemming from the Company's alleged timekeeping practices, as well as other similar and related claims brought under California law. In the complaint, Plaintiff sought damages and related remedies under California law, as well as various penalty payments under the California Labor Code, on behalf of herself and others similarly situated. On April 7, 2015, solely to resolve the dispute, minimize disruption to the Company due to ongoing litigation, and other

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similar and related factors (but unrelated to the alleged merits of Plaintiff's claims), the Company reached an agreement in principle to settle this matter on a class wide basis for a total amount of $3.2 million, plus applicable payroll taxes. The Joint Stipulation of Settlement as executed by the parties was filed with the Court on June 2, 2015. On July 1, 2015, the Court preliminarily approved the settlement, and on November 5, 2015, the Court entered an order granting final approval of the settlement.

Momenta/Sandoz Antitrust Litigation

On September 17, 2015, the Company initiated a lawsuit by filing a Complaint in the Central District of California against Momenta and Sandoz. The Company's complaint generally asserts that Momenta and Sandoz have engaged in certain types of illegal, monopolistic, and anticompetitive conduct giving rise to various causes of action against them. On December 9, 2015, Defendants filed a motion to dismiss and a motion to transfer the case to the District of Massachusetts. On January 4, 2016, the Company filed oppositions to both motions. On January 26, 2016, the District Court of the Central District of California granted Defendants' motion to transfer and did not rule on Defendants' motion to dismiss. Accordingly, the case was transferred to the District of Massachusetts. On February 9, 2016, the Company filed a writ of mandamus with the Ninth Circuit Court of Appeals to attempt to appeal the District Court of the Central District of California's granting of Defendants' motion to transfer to the District of Massachusetts. The Ninth Circuit denied this petition on May 20, 2016, and as such the case will remain before the District of Massachusetts. On July 27, 2016, the Massachusetts District Court granted Defendants' motion to dismiss based upon an antitrust immunity doctrine, without addressing the substantive merits of the claims. The Company intends to continue vigorously pursuing these claims and is currently evaluating an appeal.

Other Litigation

The Company is also subject to various other claims and lawsuits from time-to-time arising in the ordinary course of business. The Company records a provision for contingent losses when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. In the opinion of management, the ultimate resolution of any such matters is not expected to have a materially adverse effect on its financial position, results of operations, or cash flows; however, the results of litigation and claims are inherently unpredictable and the Company's view of these matters may change in the future. Regardless of the outcome, litigation can have an adverse impact on the Company because of defense and settlement costs, diversion of management resources, and other factors.

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18. Subsequent Events

In August 2016, the Company, through its newly established wholly-owned UK subsidiary, Amphastar UK Limited, acquired International Medication Systems (UK) Limited, a UK-based subsidiary of UCB PHARMA GmbH, including its product trademarks, and other related product assets, as well as marketing authorizations for thirty-three products in the UK, Ireland, Australia, and New Zealand, representing eleven different injectable chemical entities. The Company paid $7.7 million in cash as consideration for the transaction. The products are generic injectables containing the following active ingredients; Adrenaline, Amiodarone, Atropine, Calcium Chloride, Furosemide, Glucose, Lidocaine, Magnesium Sulphate, Morphine, Naloxone and Sodium Bicarbonate. The Company plans to transfer the manufacturing of the products to its facilities in California. The transfer will require UK Medicines and Healthcare products Regulatory Agency and other related regulatory agency approval before the products can be sold by the Company. The Company has preliminary concluded that this transaction will be accounted for as a business combination in accordance with ASC 805.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following is a discussion and analysis of our financial condition and the results of operations as of and for the periods presented below. The following discussion and analysis should be read in conjunction with the "Condensed Consolidated Financial Statements" and notes thereto included elsewhere in this Quarterly Report on Form 10-Q, or Quarterly Report. This discussion contains forward-looking statements that are based on the beliefs of our management, as well as assumptions made by, and information currently available to our management, and are subject to known and unknown risks, uncertainties, and other factors that may cause our actual results to differ materially from those expressed or implied by such forward-looking statements. These risks, uncertainties, and other factors include, among others, those identified under the "Special Note About Forward-Looking Statements," above and described in greater detail elsewhere in this Quarterly Report and in our Annual Report on Form 10-K for the year ended December 31, 2015, particularly in Item 1A. "Risk Factors".

Overview

Amphastar Pharmaceuticals, Inc., together with our wholly-owned subsidiaries, International Medication Systems, Limited, or IMS; Armstrong Pharmaceuticals, Inc., or Armstrong; Amphastar Nanjing Pharmaceuticals Co., Ltd., or ANP; and Amphastar France Pharmaceuticals, S.A.S., or AFP, is a specialty pharmaceutical company that focuses primarily on developing, manufacturing, marketing and selling technically-challenging generic and proprietary injectable, inhalation and intranasal products. Additionally, we sell insulin active pharmaceutical ingredient, or API products. We currently manufacture and sell 19 products including Amphadase ®, which we re-launched in the fourth quarter of 2015. Additionally, we are developing a portfolio of 15 generic abbreviated new drug applications, or ANDAs, three generic biosimilar and six proprietary injectable and inhalation product candidates.

Our largest product by net revenues is currently enoxaparin sodium injection, the generic equivalent of Sanofi S.A.'s Lovenox ®. Enoxaparin is a difficult to manufacture injectable form of low molecular weight heparin that is used as an anticoagulant and is indicated for multiple indications, including the prevention and treatment of deep vein thrombosis.

We have agreements with established group purchasing organizations and wholesaler networks to distribute enoxaparin, which is marketed under our own label for the hospital and clinic market. For the U.S. retail market, we have an agreement with Actavis Inc. , or Actavis , to distribute enoxaparin, which is marketed under Actavis' label. On June 30, 2016, Actavis and Amphastar agreed to terminate the agreement upon the earlier of (i) January 1, 2017, and (ii) such earlier date that is 30 days after Actavis notifies us in writing that Actavis has less than 30 days inventory of the enoxaparin product remaining in Actavis' possession or scheduled to be delivered pursuant to the pending purchase orders.

In June 2015, we received approval of our new drug application, or NDA supplement for Amphadase ®. This marks the first approved starting material from ANP and signifies that our facility located in Nanjing, China has been qualified by the U.S. Food and Drug Administration, or FDA. We re-launched Amphadase ® in the fourth quarter of 2015. Amphadase ® is competing in the hyaluronidase market and is used for the dispersion and absorption of other injected drugs.

Our pipeline of over 20 generic and proprietary product candidates is in various stages of development and targets a variety of indications. With respect to these product candidates, we have four ANDAs and two NDAs on file with the FDA.

In addition to our existing pipeline, we acquired fourteen ANDAs in March 2016, representing eleven different injectable chemical entities from Hikma Pharmaceuticals PLC. We plan to transfer the product candidates to our facilities in California, which will require FDA approval before the product candidates can be launched.

To complement our internal growth and expertise, we have made several strategic acquisitions of companies, products and technologies. These acquisitions collectively have strengthened our core injectable and inhalation product

technology infrastructure by providing additional manufacturing, marketing, and research and development capabilities including the ability to manufacture raw materials, APIs and other components for our products.

Business Segments

Our performance will be assessed and resources will be allocated based on the following two reportable segments: (1) finished pharmaceutical products and (2) API products. The finished pharmaceutical products segment currently manufactures, markets and distributes enoxaparin, Cortrosyn ®, Amphadase ®, naloxone, lidocaine jelly, as well as various other critical and non-critical care drugs. The API segment currently manufactures and distributes recombinant human insulin, or RHI and porcine insulin. Information reported herein is consistent with how it is reviewed and evaluated by our chief operating decision maker. Factors used to identify our segments include markets, customers and products.

For more information regarding our segments, see "Part I – Item 1. Financial Statements – Notes to Condensed Consolidated Financial Statements – Segment Reporting."

Results of Operations

Three Months Ended June 30, 2016 Compared to Three Months Ended June 30, 2015

Net revenues

	Three Months Ended June 30,		Change	
	2016	2015	Dollars	%
	(in thousands)			
Net revenues				
Finished pharmaceutical products				
Enoxaparin	$17,328	$19,541	$ (2,213)	(11)%
Other products	46,428	30,534	15,894	52 %
Total finished pharmaceutical products	$63,756	$50,075	$13,681	27 %
API	4,277	3,778	499	13 %
Total net revenues	$68,033	$53,853	$14,180	26 %
Cost of revenues				
Finished pharmaceutical products	$33,159	$37,441	$ (4,282)	(11)%
API	3,160	3,094	66	2 %
Total cost of revenues	$36,319	$40,535	$ (4,216)	(10)%
Gross profit	$31,714	$13,318	$18,396	138 %
	%			
as % of net revenues	*47*	*25 %*		

Net revenues were $68.0 million and $53.9 million for the three months ended June 30, 2016 and 2015, respectively, representing an increase of $14.2 million, or 26%. The increase was primarily due to an increase in sales of other finished pharmaceutical products largely due to an increase in sales of naloxone to $15.6 million from $10.7 million, as a result of a significant increase in unit volumes. Pricing of naloxone declined in the three months ended June 30, 2016 compared to the three months ended June 30, 2015, as we increased discounting and rebates. This increase was also due to an increase in sales of phytonadione to $8.8 million from $1.8 million, sales of epinephrine to $5.2 million from $2.2 million, and an increase in sales of lidocaine to $8.2 million from $7.3 million. Additionally, our insulin API business had an increase in sales of RHI and porcine insulin to $4.3 million from $3.8 million, as MannKind purchased part of their unfulfilled 2015 commitments during the second quarter of 2016. These increases were partially offset by a decrease of sales of enoxaparin, which decreased $2.2 million from $19.5 million to $17.3 million on lower average selling prices.

We expect that the declines in the average selling price of enoxaparin will continue and that unit volume will decline in the near term as a result of increased competition. In addition, the timing of sales into the retail channel may be adversely affected in the near term, as we will stop shipping to Actavis in the third quarter, and we cannot sell into the retail market

directly until the contract termination date which is the earlier of (i) January 1, 2017, and (ii) such earlier date that is 30 days after Actavis notifies us in writing that Actavis has less than 30 days inventory of the enoxaparin product remaining in Actavis' possession or scheduled to be delivered pursuant to the pending purchase orders. We believe that pricing increases on several other finished pharmaceutical products will partially offset lower enoxaparin sales; however, we expect that net revenues for the remainder of 2016 may be negatively impacted. Net revenues would also be impacted if sales of our products were affected by any manufacturing or production issues, supply chain interruptions or unexpected regulatory issues.

We anticipate that sales of insulin API will continue to fluctuate due to the inherent uncertainties related to sales of RHI to MannKind. In addition, most of our API sales are denominated in Euros, and the fluctuation in the value of the Euro versus the dollar compared to 2015 has had, and will continue to have, an impact on API sales revenues in the near term.

Cost of revenues

Cost of revenues was $36.3 million and $40.5 million for the three months ended June 30, 2016 and 2015, respectively, representing a decrease of $4.2 million, or 10%. The decrease was primarily due to a decrease in average cost per unit of enoxaparin. Gross profit as a percentage of net revenues increased because of a lower average heparin material costs and higher average prices of several finished pharmaceutical products. Additional factors affecting gross profit in the second quarter of 2016 included an increase in manufacturing volume, which increased overhead absorption. This benefit was partially offset by increased personnel costs at our domestic manufacturing sites.

Declining prices and unit volume of enoxaparin will put downward pressure on gross margins, but we believe this trend will be partially offset by increases in prices of several other finished pharmaceutical products. As a result, gross margin is expected to be variable depending on revenue mix.

Selling, distribution and marketing, general and administrative, and impairment of long-lived assets

	Three Months Ended June 30,		Change	
	2016	2015	Dollars	%
	(in thousands)			
Selling, distribution, and marketing	$ 1,332	$ 1,470	$ (138)	(9)%
General and administrative	9,458	11,308	(1,850)	(16)%
Impairment of long-lived assets	114	74	40	54 %

General and administrative expenses were $9.5 million and $11.3 million for the three months ended June 30, 2016 and 2015, respectively, representing a decrease of $1.8 million, or 16%. The decrease was primarily due to a decrease in personnel cost.

We expect general and administrative expenses will increase on an annual basis due to increased costs associated with ongoing compliance with public company reporting obligations.

Research and development

	Three Months Ended June 30,		Change	
	2016	2015	Dollars	%
	(in thousands)			
Research and development	$10,480	$10,726	$ (246)	(2)%

Research and development expenses were $10.5 million and $10.7 million for the three months ended June 30, 2016 and 2015, respectively, representing a decrease of $0.2 million, or 2%. This decrease was primarily due to a decrease in clinical trial expense and cost of research and development supplies. The decrease was partially offset by an increase in FDA fees pertaining to the NDA filing of our intranasal naloxone product candidate.

Research and development costs consist primarily of costs associated with the research and development of our product candidates, such as salaries and other personnel -related expenses for employees involved with research and development activities, manufacturing pre -launch inventory, clinical trials, FDA fees, testing, operating and lab supplies, depreciation and other related expenses. We expense research and development costs as incurred.

We have made, and expect to continue to make, substantial investments in research and development to expand our product portfolio and grow our business. These costs will fluctuate significantly from quarter to quarter based on the timing of various clinical trials, the pre-launch costs associated with new products, and FDA filing fees. As we undertake new and challenging research and development projects, we anticipate that the associated annual costs will increase significantly over the next several years.

The following table sets forth our research and development expenses for the three months ended June 30, 2016 and 2015:

	Three Months Ended June 30,		Change	
	2016	2015	Dollars	%
	(in thousands)			
Salaries and personnel-related expenses	$ 3,368	$ 3,472	$ (104)	(3)%
Clinical trials	153	1,772	(1,619)	(91)%
FDA fees	2,388	59	2,329	3,947 %
Testing, operating and lab supplies	2,543	3,612	(1,069)	(30)%
Depreciation	1,183	993	190	19 %
Other expenses	845	818	27	3 %
Total research and development expenses	$10,480	$10,726	$ (246)	(2)%

Provision for income tax expense (benefit)

	Three Months Ended June 30,		Change	
	2016	2015	Dollars	%
	(in thousands)			
Income tax expense (benefit)	$2,857	$(3,582)	$6,439	NM
	%	%		
Effective tax rate	*29*	*(35)*		

Provision for income tax expense was $2.9 million for the three months ended June 30, 2016, compared to an income tax benefit of $3.6 million for the three months ended June 30, 2015, representing an increase in income tax expense of $6.4 million. The increase in income tax expense is related to a pre-tax income during the second quarter of 2016 compared to a pre-tax loss during the second quarter of 2015.

Six Months Ended June 30, 2016 Compared to Six Months Ended June 30, 2015

Net revenues

	Six Months Ended June 30,		Change	
	2016	2015	Dollars	%
	(in thousands)			
Net revenues				
Finished pharmaceutical products				
Enoxaparin	$ 35,686	$ 43,383	$ (7,697)	(18)%
Other products	86,624	57,564	29,060	50 %
Total finished pharmaceutical products	$ 122,310	$ 100,947	$ 21,363	21 %
API	5,089	9,792	(4,703)	(48)%
Total net revenues	$ 127,399	$ 110,739	$ 16,660	15 %
Cost of revenues				
Finished pharmaceutical products	$ 65,888	$ 75,460	$ (9,572)	(13)%
API	4,895	8,681	(3,786)	(44)%
Total cost of revenues	$ 70,783	$ 84,141	$ (13,358)	(16)%
Gross profit	$ 56,616	$ 26,598	$ 30,018	113 %
	%	%		
as % of net revenues	*44*	*24*		

Net revenues were $127.4 million and $110.7 million for the six months ended June 30, 2016 and 2015, respectively, representing an increase of $16.7 million, or 15%. The increase was primarily due to an increase in sales of other finished pharmaceutical products largely due to an increase in sales of naloxone to $25.8 million from $17.4 million, as a result of a significant increase in unit volumes. Pricing of naloxone declined during the six months ended June 30, 2016, compared to the six months ended June 30, 2015, as we increased discounting and rebates. This increase was also due to an increase in sales of phytonadione to $14.9 million from $4.4 million, an increase in sales of epinephrine to $9.6 million from $4.9 million and an increase in sales of lidocaine to $18.1 million from $14.5 million. These increases were partially offset by a decrease of sales of enoxaparin, which decreased $7.7 million from $43.4 million to $35.7 million on lower average selling prices. Additionally, our insulin API business had decreased sales of RHI and porcine insulin by $4.7 million from $9.8 million to $5.1 million as a result of no sales to MannKind during the first quarter of 2016.

Cost of revenues

Cost of revenues was $70.8 million and $84.1 million for the six months ended June 30, 2016 and 2015, respectively, representing a decrease of $13.3 million, or 16%. The decrease was primarily due to a decrease in average cost per unit of enoxaparin and reduced shipments of RHI. Gross profit as a percentage of net revenues increased because of a lower average heparin material costs and higher average prices of several finished pharmaceutical products. Additional factors affecting gross profit during the six months ended June 30, 2016 included an increase in manufacturing volume, which increased overhead absorption. This benefit was partially offset by increased personnel costs at our domestic manufacturing sites.

Selling, distribution and marketing, general and administrative, and impairment of long-lived assets

	Six Months Ended June 30,		Change	
	2016	2015	Dollars	%
	(in thousands)			
Selling, distribution, and marketing	$ 2,684	$ 2,992	$ (308)	(10)%
General and administrative	20,328	23,759	(3,431)	(14)%
Impairment of long-lived assets	331	74	257	347 %

General and administrative expenses were $20.3 million and $23.8 million for the six months ended June 30, 2016 and 2015, respectively, representing a decrease of $3.5 million, or 14%. The decrease was primarily due to the effect on the first quarter of 2015 of a $3.3 million settlement in 2015 relating to our California employment litigation.

Research and development

	Six Months Ended June 30,		Change	
	2016	2015	Dollars	%
	(in thousands)			
Research and development	$18,868	$17,294	$1,574	9 %

Research and development expenses were $18.9 million and $17.3 million for the six months ended June 30, 2016 and 2015, respectively, representing an increase of $1.6 million, or 9%. This increase was primarily due to an increase in FDA fees pertaining to the NDA filing of our intranasal naloxone product candidate. This increase was partially offset by a decrease in clinical trial expense and research and development supplies.

Research and development costs consist primarily of costs associated with the research and development of our product candidates, such as salaries and other personnel -related expenses for employees involved with research and development activities, manufacturing pre -launch inventory, clinical trials, FDA fees, testing, operating and lab supplies, depreciation and other related expenses. We expense research and development costs as incurred.

The following table sets forth our research and development expenses for the six months ended June 30, 2016 and 2015:

	Six Months Ended June 30,		Change	
	2016	2015	Dollars	%
	(in thousands)			
Salaries and personnel-related expenses	$ 6,955	$ 6,687	$ 268	4 %
Clinical trials	997	1,870	(873)	(47)%
FDA fees	2,402	174	2,228	1,280 %
Testing, operating and lab supplies	4,428	5,168	(740)	(14)%
Depreciation	2,397	2,001	396	20 %
Other expenses	1,689	1,394	295	21 %
Total research and development expenses	$18,868	$17,294	$1,574	9 %

Provision for income tax expense (benefit)

	Six Months Ended June 30,		Change	
	2016	2015	Dollars	%
	(in thousands)			
Income tax expense (benefit)	$4,184	$(9,114)	$13,298	NM
	%	%		
Effective tax rate	*31*	*(55)*		

Provision for income tax expense was $4.2 million for the six months ended June 30, 2016, compared to an income tax benefit of $9.1 million for the six months ended June 30, 2015, representing an increase in income tax expense of $13.3 million. The increase in income tax expense is related to a pre-tax income during the six months ended June 30, 2016, compared to a pre-tax loss during the six months ended June 30, 2015. Additionally, in 2015 there was a reversal of a deferred tax valuation allowance which had previously been reserved that contributed to the income tax benefit.

Liquidity and Capital Resources

Cash Requirements and Sources

We need capital resources to maintain and expand our business. We expect our cash requirements to increase significantly in the foreseeable future as we sponsor clinical trials for, seek regulatory approvals of, and develop, manufacture and market our current development -stage product candidates and pursue strategic acquisitions of businesses or assets. Our future capital expenditures include projects to upgrade, expand and improve our manufacturing facilities in the United States, China and France. Our cash obligations include the principal and interest payments due on our existing loans and lease payments, as described below and throughout this Quarterly Report on Form 10-Q. We believe that our cash reserves, operating cash flows, and borrowings availability under our credit facilities will be sufficient to fund our operations for the next 12 months. We expect additional cash flows to be generated in the longer term from future product introductions, although there can be no assurance as to the receipt of regulatory approval for any product candidates or the timing of any product introductions, which could be lengthy or ultimately unsuccessful.

We maintain a shelf registration statement on Form S-3 pursuant to which we may, from time to time, sell up to an aggregate of $250 million of our common stock, preferred stock, depositary shares, warrants, units, or debt securities. If we require or elect to seek additional capital through debt or equity financing in the future, we may not be able to raise capital on terms acceptable to us or at all. To the extent we raise additional capital through the sale of equity or convertible debt securities, the issuance of such securities will result in dilution to our stockholders. If we are required and unable to raise additional capital when desired, our business, operating results and financial condition may be adversely affected.

Working capital decreased $0.4 million to $115.6 million at June 30, 2016, compared to $116.0 million at December 31, 2015.

Cash Flows from Operations

The following table summarizes our cash flows used in operating, investing, and financing activities for the six months ended June 30, 2016 :

	Six Months Ended June 30, 2016
	(in thousands)
Statement of Cash Flow Data:	
Net cash provided by (used in)	
Operating activities	$ 23,256
Investing activities	(17,426)
Financing activities	(5,071)
Effect of exchange rate changes on cash	(173)
Net increase in cash and cash equivalents	$ 586

Sources and Use of Cash

Operating Activities

Net cash provided by operating activities was $23.3 million for the six months ended June 30, 2016, which included net income of $9.4 million. Non-cash items were comprised of $7.0 million of depreciation and amortization, and $8.0 million of share-based compensation expense. This was partially offset by a change of $5.9 million in operating assets and liabilities which was primarily due to the reduction of accounts receivable and by an inventory increase.

Investing Activities

Net cash used in investing activities was $17.4 million for the six months ended June 30, 2016, was primarily due to $4.0 million for the purchase of the fourteen ANDAs from Hikma Pharmaceuticals PLC, $0.8 million relating to the

acquisition of Nanjing Letop Medical Technology Co. Ltd., or Letop, and $9.3 million in purchases of property, machinery, and equipment, including the associated capitalized labor and interest on self-constructed assets. Additionally, $3.2 million in deposits were made for machinery and equipment during the first half of 2016.

Financing Activitie s

Net cash used in financing activities of $5.1 million for the six months ended June 30, 2016, was primarily related to $9.4 million for the repurchase of our common stock and $6.4 million in principal payments on our long-term debt. This was partially offset by an increase of $6.6 million in proceeds from issuance on long-term debt relating to the refinancing of one of our mortgage loans and $4.2 million in proceeds from our equity plans relating to stock options exercises and purchases of our common stock through the Employee Stock Purchase Plan.

Indebtedness

For more information regarding our outstanding indebtedness, see "Part I – Item 1. Financial Statements – Notes to Consolidated Financial Statements – Debt."

Contractual Obligations

There have been no material changes outside the ordinary course of our business in the contractual obligations disclosed in our Annual Report on Form 10-K for the year ended December 31, 2015, except that o ur outstanding debt obligations have changed as follows:

	June 30, 2016	December 31, 2015	Change
	(in thousands)		
Short-term debt and current portion of long-term debt	$ 10,904	$ 10,934	$ (30)
Long-term debt	31,742	30,165	1,577
Total debt	$ 42,646	$ 41,099	$ 1,547

As of June 30, 2016, we had $37.1 million in unused borrowing capacity under revolving lines of credit with Cathay Bank and East West Bank.

We have entered into a collaboration agreement with a medical device manufacturer to develop a drug delivery system to be used by us for one of our pipeline products. As of June 30, 2016, we have paid an upfront payment of $0.5 million and $0.7 million in milestone payments under this agreement, which were classified as research and development expense. We are obligated to pay up to an additional $1.3 million if certain milestones are met. As of June 30, 2016, no such obligation existed. If the medical device manufacturer is successful in the development of this drug delivery system and the Company's pipeline products receive appropriate regulatory approval, we intend to enter into a commercial supply agreement with such medical device manufacturer for a minimum purchase of 1.0 million units during the first 12 months.

Recent Accounting Pronouncements

For information regarding recent accounting pronouncements, refer to "Recent Accounting Pronouncements" in Note 2 in the accompanying "Notes to Condensed Consolidated Financial Statements" in this Quarterly Report.

Off-Balance Sheet Arrangements

We do not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. In addition, we do not engage in trading activities involving non-exchange traded contracts.

Government Regulation

Our products and facilities are subject to regulation by a number of federal and state governmental agencies. The Food and Drug Administration, or FDA, in particular, maintains oversight of the formulation, manufacture, distribution, packaging, and labeling of all of our products. The Drug Enforcement Administration, or DEA, maintains oversight over our products that are considered controlled substances.

From January 19 through January 22, 2015, our facility in Éragny-Sur-Epte, France was subject to an inspection by the French National Agency for Medicines and Health Products Safety (Agence nationale de sécurité du médicament et des produits de santé), or ANSM. The inspection included a review of current EU Good Manufacturing Practices, or EU-GMP for Medicinal Products for Human and Veterinary Use (EU-GMP Part II for Active Substances) and Manufacture of Biological Active Substances and Medicinal Products for Human Use (EU-GMP Annex 2). The inspections resulted in various observations issued formally to the facility. We responded to those observations on March 13, 2015, with a minor follow up response on April 3, 2015. We received acknowledgment from ANSM that our responses to the observations were satisfactorily addressed and this facility was issued a certificate of EU-GMP compliance from the Agency dated April 9, 2015, that is valid until January 2018.

From July 22, 2015 through August 10, 2015, our IMS facility in South El Monte, California was subject to an inspection by the FDA. The inspection included a review of our compliance with cGMP regulations and preapproval inspections for abbreviated new drug applications currently being reviewed by the FDA. The inspections resulted in multiple observations on Form 483, an FDA form on which deficiencies are noted after an FDA inspection. We responded to those observations on August 31, 2015. We believe that our responses to the Form 483 will satisfy the FDA and that no significant further actions will be necessary.

From February 29, 2016 through March 4, 2016, our facility in Éragny-sur-Epte, France was subject to an inspection by the FDA. The inspection included a review of Quality Systems, Production Controls, Laboratory Controls, Material Management, and Facilities and Equipment Maintenance. The inspection resulted in multiple observations on Form 483. We responded to those observations on March 24, 2016. We believe our response to the Form 483 will satisfy the FDA and no further actions will be necessary.

From April 25, 2016 through April 28, 2016, our facility in Nanjing, China was subject to an inspection by the FDA. The inspection included a review of Quality Systems, Production Controls, Laboratory Controls, Material Management, and Facilities and Equipment Maintenance. The inspection resulted in no observations on Form 483.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

The following discussion provides forward-looking quantitative and qualitative information about our potential exposure to market risk. Market risk represents the potential loss arising from adverse changes in the value of financial instruments. The risk of loss is assessed based on the likelihood of adverse changes in fair values, cash flows or future earnings. We are exposed to market risk for changes in the market values of our investments (Investment Risk), the impact of interest rate changes (Interest Rate Risk), and the impact of foreign currency exchange changes (Foreign Currency Exchange Risk).

Investment Risk

We regularly review the carrying value of our investments and identify and recognize losses, for income statement purposes, when events and circumstances indicate that any declines in the fair values of such investments below our accounting basis are other than temporary. As of June 30, 2016, we did not have any such investments.

As of June 30, 2016 , we had $ 4.4 million deposited in four banks located in China and $5.5 million deposited in one bank located in France. We also maintained $37.6 million in Money Market Insured Deposit Account Service, or MMIDAS, and Insured Cash Sweep, or ICS, accounts as of June 30, 2016 . The remaining amounts of our cash equivalent as of June 30, 2016, are in non-interest bearing accounts.

The MMIDAS accounts and ICS accounts allow us to distribute our funds among a network of depository institutions that are re -allocated such that each deposit account is below the $250.0 thousand Federal Deposit Insurance Corporation, or FDIC, limit, thus providing greater FDIC insurance coverage for our overall cash balances. We have not experienced any losses in such accounts, nor do we believe we are exposed to any significant credit risk on our bank account balances.

Interest Rate Risk

Our primary exposure to market risk is interest -rate -sensitive investments and credit facilities, which are affected by changes in the general level of U.S. interest rates. Due to the nature of our short-term investments, such as our certificates of deposit, we believe that we are not subject to any material interest rate risk with respect to our short-term investments.

As of June 30, 2016 , we had $ 42.6 million in long-term debt and capital leases outstanding. Of this amount, $ 24.2 million had variable interest rates with a weighted-average interest rate of 3.9% at June 30, 2016 . An increase in the index underlying these rates of 1% (100 basis points) would increase our annual interest expense on the variable-rate debt by approximately $0. 2 million per year.

Foreign Currency Rate Risk

Our products are primarily sold in U.S. domestic market, and for the three and six months ended June 30 , 201 6 and 201 5 , foreign sales were minimal. Therefore, we have little exposure to foreign currency price fluctuations. However, as a result of our acquisition of the API manufacturing business in Éragny-sur-Epte, France , we are exposed to market risk related to changes in foreign currency exchange rates. Specifically, our insulin sales contracts are primarily denominated in Euros, which are subject to fluctuations relative to the U.S. dollar , or USD . We do not currently hedge our foreign currency exchange rate risk. At this time, an immediate 10% change in currency exchange rates would not have a material effect on our financial position, results of operations or cash flows.

Our Chinese subsidiary, Amphastar Nanjing Pharmaceuticals, Limited, or ANP, maintains their books of record in Chinese Yuan. These books are remeasured into the functional currency of USD, using the current or historical exchange rates. The resulting currency re-measurement adjustments and other transactional foreign exchange gains and losses are reflected in our statement of operations.

Our French subsidiary, Amphastar France Pharmaceuticals, S.A.S., or AFP, maintains their books of record in Euros. These books are translated to USD at the average exchange rates during the period. Assets and liabilities are translated at the rate of exchange prevailing on the balance sheet date. Equity is translated at the prevailing rate of exchange at the date of the equity transactions. Translation adjustments are reflected in stockholders' equity and are included as a component of other comprehensive income (loss). We do not undertake hedging transactions to cover our foreign currency exposure.

As of June 30, 2016 , our foreign subsidiaries had receivables denominated in foreign currencies in the amount of $ 2.0 million.

ITEM 4. CONTROLS AND PROCEDURE S

Evaluation of Disclosure Controls and Procedures

Our management, including our Chief Executive Officer and our Chief Financial Officer, conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act of 1934, as amended, as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that our disclosure controls and procedures were not effective at the reasonable level of assurance due to a material weakness in internal control over financial reporting discussed below (a) to ensure that information that we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and (b) include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in reports filed or submitted under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. For the year ended December 31, 2015, we identified a material weakness in our internal control over financial reporting in the area of non-standard and complex transactions. The accounting for certain non-standard and complex transactions were not analyzed and/or reviewed in sufficient detail by knowledgeable personnel to reach the appropriate accounting conclusion to properly record the transaction. The number of errors identified and the commonality of the root cause of the adjustments (namely, inadequate resources to provide for a more thorough and precise review in these areas), leads us to conclude that there is a material weakness in internal controls. Recognizing this material weakness and the resulting errors identified, management performed additional analyses and supplementary review procedures and has concluded that the effects of these errors were not material to any prior year or prior quarters' previously reported amounts. Despite the existence of this material weakness, we believe the consolidated financial statements included in this Quarterly Report on Form 10-Q present, in all material respects, our financial position, results of operations, comprehensive income (loss) and cash flows for the periods presented in conformity with U.S. generally accepted accounting principles.

We are currently in process of remediating the material weakness described above. The remediation efforts are focused on addressing the underlying causes of the material weakness and will include hiring additional accounting and finance personnel with technical accounting and financial reporting experience, enhancing and segregating duties within our accounting and finance department, and enhancing our internal review procedures during the financial statement close process.

Changes in Internal Control Over Financial Reporting

Except for the remediation efforts described above, there have been no changes in our internal control over financial reporting that occurred during the three months ended June 30 , 201 6, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act), other than the remediation efforts as discussed above. Internal control over financial reporting means

a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP.

Inherent Limitations of Internal Controls

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal controls over financial reporting will prevent or detect all error and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II. OTHER INFORMATIO N

ITEM 1. LEGAL PROCEEDINGS

For information regarding legal proceedings, refer to Litigation in Note 1 7 in the accompanying "Notes to Condensed Consolidated Financial Statements" in this Quarterly Report.

ITEM 1A. RISK FACTOR S

Except as noted below, there were no material changes from the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2015, filed with the Securities and Exchange Commission on March 15, 2016.

Jack Yongfeng Zhang and Mary Ziping Luo have pledged shares of our common stock to secure certain borrowed funds. The forced sale of these shares pursuant to a margin call could cause our stock price to decline and negatively impact our business.

Beginning in September 30, 2015, UBS Bank USA, has made extensions of credit in the aggregate amount of $4.8 million to Applied Physics & Chemistry Laboratories, Inc., which is owned solely by Jack Yongfeng Zhang and Mary Ziping Luo. The loan is pledged by 1,907,898 shares of our common stock currently held by Dr. Zhang and Dr. Luo. Interest on the loan accrues at market rates. UBS Bank USA received customary fees and expense reimbursements in connection with these loans.

We are not a party to these loans, which are full recourse against Applied Physics & Chemistry Laboratories, Inc. and are secured by pledges of a portion of our common stock currently beneficially owned by Dr. Zhang and Dr. Luo.

If the price of our common stock declines, Dr. Zhang and Dr. Luo may be forced by UBS Bank USA to provide additional collateral for the loans or to sell shares of our common stock held by them in order to remain within the margin limitations imposed under the terms of their loans. The loans between these banking institutions on the one hand, and Dr. Zhang and Dr. Luo on the other hand, prohibit the non-pledged shares currently owned by Dr. Zhang and Dr. Luo from being pledged to secure any other loans. These factors may limit Dr. Zhang and Dr. Luo's ability to either pledge additional shares of our common stock or sell shares of our common stock held by them as a means to avoid or satisfy a margin call with respect to their pledged common stock in the event of a decline in our stock price that is large enough to trigger a margin call. Any sales of common stock following a margin call that is not satisfied may cause the price of our common stock to decline further.

Risks Relating to Our Business and Industry

Our enoxaparin product represents a significant portion of our net revenues. If the sales volume or pricing of this product continues to decline, or if we are unable to satisfy market demand for this product, it could have a material adverse effect on our business, financial position and results of operations.

Sales from our enoxaparin product, which is our largest selling product, represented 34%, 51%, and 64% of our total net revenues for the years ended December 31, 2015, 2014, and 2013, respectively.. We are currently experiencing declining revenue from enoxaparin and some of our other existing products and we may operate at a loss in the near term while continuing to invest in developing new products. If the sales volume or pricing of enoxaparin continues to decline, or if we are unable to satisfy market demand for this product, our business, financial position and results of operations could be materially and adversely affected, and the market value of our common stock could decline. For example, due to intense pricing competition in the pharmaceutical industry, we have experienced significant declines in the per unit pricing and gross margins attributable to our enoxaparin product since its commercial launch. Our enoxaparin product could be rendered obsolete or negatively impacted by numerous factors, many of which are beyond our control, including:

- decreasing average sales prices;

- development by others of new pharmaceutical products that are more effective than ours;
- entrance of new competitors into our markets;
- loss of key relationships with suppliers, group purchasing organizations or end-user customers;
- manufacturing or supply interruptions;
- changes in the prescribing practices of physicians;
- changes in third-party reimbursement practices;
- product liability claims; and
- product recalls or safety alerts.

Any factor adversely affecting the sale of enoxaparin may cause our revenues to decline, and we may not be able to achieve and maintain profitability. In addition, on June 30, 2016, we and Actavis agreed to terminate the agreement upon the earlier of (i) January 1, 2017, and (ii) such earlier date that is 30 days after Actavis notifies us in writing that Actavis has less than 30 days inventory of the enoxaparin product remaining in Actavis possession or scheduled to be delivered pursuant to the pending purchase orders. If we are unable to engage another marketing and distribution partner, or if we are unable to market and distribute our enoxaparin product ourselves, revenues could be delayed from this product, and our profitability would be adversely affected.

If our business partners do not fulfill their obligations with respect to our distribution or collaboration agreements our revenues and our business will suffer.

Pursuant to certain distribution or collaboration agreements, the success of some of our products or product candidates also depends on the success of the collaboration with our business partners, who are responsible for certain aspects of researching, developing, marketing, distributing or commercializing our products or product candidates. If such an agreement were to be terminated in accordance with its terms, including due to a party's failure to perform its obligations or responsibilities under the agreement, revenues could be delayed or diminished from these products and our revenues and/or profit share for these products could be adversely impacted.

For example, we have a profit sharing agreement with Actavis to market and distribute our enoxaparin product to the retail market in the U.S. On June 30, 2016, we and Actavis agreed to terminate the agreement upon the earlier of (i) January 1, 2017, and (ii) such earlier date that is 30 days after Actavis notifies us in writing that Actavis has less than 30 days inventory of the enoxaparin product remaining in Actavis's possession or scheduled to be delivered pursuant to the pending purchase orders. If we are unable to engage another marketing and distribution partner, or if we are unable to market and distribute our enoxaparin product ourselves, revenues could be delayed from this product, and our profitability would be adversely affected.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

(c) Issuer Purchases of Equity Securities

The table below provides information with respect to repurchases of our common stock.

Period	Total Number of Shares Purchased [1]	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
April 1 – April 30, 2016	131,000	$ 12.68	131,000	—
May 1 – May 31, 2016	108,200	12.75	108,200	—
June 1 – June 30, 2016	26,700	15.70	26,700	—

(1) During the second quarter of 2016, we repurchased shares of our common stock as part of the $10.0 million share buyback program authorized by our Board of Directors in November 2015. As of June 30, 2016, $1.6 million remained available under such program .

ITEM 3. DEFAULTS UPON SENIOR SECURITIE S

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURE S

Not applicable.

ITEM 5. OTHER INFORMATIO N

Not applicable.

ITEM 6. EXHIBIT S

A list of exhibits is set forth on the Exhibit Index immediately following the signature page of this Quarterly Report on Form 10-Q, and is incorporated herein by reference.

SIGNATURE S

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMPHASTAR PHARMACEUTICALS, INC.
(Registrant)
By: **/s/ JACK Y. ZHANG**
Jack Y. Zhang
Chief Executive Officer
(Principal Executive Officer)

Date: August 9, 2016

AMPHASTAR PHARMACEUTICALS, INC.
(Registrant)
By: **/s/ WILLIAM J. PETERS**
William J. Peters
Chief Financial Officer
(Principal Financial and Accounting Officer)

Date: August 9, 2016

AMPHASTAR PHARMACEUTICALS, INC.
EXHIBIT INDEX TO FORM 10-Q
For the Quarterly Period Ended June 30, 2016

Exhibit No.	Description
10.1	Fourth Modification to the Revolving Line of Credit Agreement, dated June 23, 2016, between Amphastar Pharmaceuticals, Inc. and Armstrong Pharmaceuticals, Inc. and Cathay Bank in the principal sum of $20,000,000
10.2	Seventh Amendment and Termination Agreement by and between the Company and Actavis Laboratories FL, Inc. (f/k/a Watson Laboratories, Inc. – Florida and as Andrx Pharmaceuticals, Inc.) dated June 30, 2016. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on July 7, 2016)
31.1	Certification of Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1#	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2#	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definitions Linkbase Document

The information in Exhibits 32.1 and 32.2 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act (including this Report), unless the Registrant specifically incorporates the foregoing information into those documents by reference.

Exhibit 10.1

FOURTH MODIFICATION AGREEMENT

THIS FOURTH MODIFICATION AGREEMENT (" Modification ") is dated as of this 23rd day of June, 2016, by and among AMPHASTAR PHARMACEUTICALS, INC., a Delaware corporation (" Borrower ") and ARMSTRONG PHARMACEUTICALS, INC., a Delaware corporation ("Guarantor"), on the one hand, and CATHAY BANK , a California banking corporation (" Lender "), on the other hand, with reference to the following facts:

W I T N E S S E T H:

A. Lender has heretofore extended a revolving line of credit in the original maximum principal amount of $20,000,000.00 (" Loan ") to Borrower, which loan is evidenced by, among other things, that certain Revolving Loan and Security Agreement dated April 10, 2012, executed by Borrower and Lender (together with any amendment thereto and/or modification thereof, " Loan Agreement ").

B. The Loan Agreement was previously amended by (i) that certain First Extension and Modification Agreement dated April 11, 2013, executed by Borrower and Lender (" First Modification "), (ii) that certain Second Extension and Modification Agreement dated April 28, 2014, executed by Borrower and Lender (" Second Modification "); and (iii) that certain Third Modification Agreement dated December 31, 2014, executed by Borrower and Lender (" Third Modification ") .

C. As an inducement to Lender to enter into the Second Modification, Guarantor executed and delivered to Lender that certain Continuing Guaranty dated April 28, 2014, pursuant to which, among other things, Guarantor guaranteed to Lender the payment and performance of any and all obligations of Borrower the Loan Agreement (" Guaranty ").

D. The Loan Agreement, Guaranty and all other documents executed or delivered in connection therewith, and all modifications, extensions, and substitutions thereof (including, without limitation, the First Modification, Second Modification, and the Third Modification) are hereafter called the " Loan Documents ." All terms used herein and not otherwise defined herein shall have the respective meanings given to them in the Loan Agreement.

E. Borrower and Guarantor have now requested that Lender agree to (i) extend the Maturity Date for Borrowing Base Subline from May 31, 2016, to May 31, 2018 and (ii) make certain further modifications and/or changes to the terms of the Loan and the Loan Documents, as more particularly set forth herein. Lender is willing to do so subject to the terms and conditions of this Modification.

NOW THEREFORE , for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto do hereby agree as follows:

AGREEMENT

1. Recitals . The Recitals are incorporated herein by this reference as are all exhibits. Borrower and Guarantor agree and acknowledge that the factual information recited above is true and correct.

2. Borrower and Guarantor Acknowledgment as to Obligations .

a. As of June 23, 2016, the principal balance of the Loan is $0.00. Notwithstanding that, as of June 23, 2016 , there are no Advances outstanding under the Loan Agreement, Borrower acknowledges and agrees that the Loan Agreement and the other Loan Documents (including, without limitation, any and all liens or security interests granted to Lender therein) remain in full force and effect, and in the event any Advances are made by Lender to Borrower under the Loan Agreement after June 23, 2016 , Borrower shall be obligated for the repayment of the same, together with interest thereon, in accordance with the terms and conditions set forth in the Loan Agreement.

b. Borrower and Guarantor specifically acknowledge and confirm that they do not have any valid offset or defense to the obligations, indebtedness and liability under the Loan Documents.

3. Reaffirmation of Obligations . This Modification is, in part, a reaffirmation of the obligations, indebtedness and liability of Borrower and Guarantor to Lender as evidenced by the Loan Agreement, Guaranty and the other Loan Documents. Therefore, Borrower and Guarantor represent, warrant, acknowledge and agree that, except as specified herein, all of the terms and conditions of the Loan Documents are and shall remain in full force and effect, without waiver or modification of any kind whatsoever, and are ratified and confirmed in all respects.

4. Extension of Maturity Date for Borrowing Base Subline . The Maturity Date for Borrowing Base Subline is hereby extended from May 31, 2016, to May 31, 2018, at which time the entire principal balance under the Borrowing Base Subline plus all accrued and unpaid interest thereon is and shall be due and payable as provided under the Loan Documents.

5. Modification of Loan Agreement .

a. Section 1.1 of the Loan Agreement is hereby amended to include the following defined terms and their corresponding definitions, which shall be read to appear in alphabetic order among the existing defined terms in Sec tion 1.1 of the Loan Agreement:

> " 'Debt Service' means the current portion of long-term debt (including , without limitation, all scheduled payments of principal and interest payable by Borrower to Lender hereunder), for the period measured.
>
> * * *
>
> 'EBITDA' means earnings before interest, taxes, depreciation and amortization (excluding extraordinary loss or gain).
>
> * * *

"Fixed Charge Coverage Ratio" means (i) EBITDA, minus (ii) taxes, and minus (iii) cash capital; divided by Debt Service."

b. Subsection (r) of the definition of "Eligible Accounts" on page 3 of the Loan Agreement is hereby deleted in its entirety and replaced with the following:

"(r) [Intentionally Omitted];"

c. Section 9.1(e) of the Loan Agreement is amended to read as follows:

"(e) Profitability. On a consolidated basis with its subsidiaries, Borrower shall maintain profitability of not less than One Dollar ($1.00) for each fiscal year during the term of the Line of Credit, which will be measured annually based upon the financial statements of Borrower furnished to Lender in accordance with Section 9.3, below."

d. Section 9.1 of the Loan Agreement is amended add the following new subsection 9.1(g) as follows:

"(g) Fixed Charge Coverage Ratio. Maintain a Fixed Charge Coverage Ratio in excess of 1.20 to 1, which shall be measured annually by Lender."

6. Field Audit. On or before June 30, 2017, Borrower and Lender shall have scheduled a field audit of Borrower to be performed by an agent designated by Lender, all to the satisfaction of Lender in its sole opinion judgment, in accordance with Section 9.4 of the Loan Agreement.

7. Borrower's and Guarantor's Representations and Warranties. Borrower and Guarantor hereby represent and warrant to Lender and covenant and agree with Lender as follows:

a. Borrower and Guarantor have full legal right, power and authority to enter into and perform this Modification. The execution and delivery of this Modification by Borrower and Guarantor, and the consummation by Borrower and Guarantor of the transactions contemplated hereby have been duly authorized by all necessary action by or on behalf of Borrower and Guarantor. This Modification is a valid and binding obligation of Borrower and Guarantor, enforceable against Borrower and Guarantor in accordance with its terms.

b. Neither the execution and delivery of this Modification by Borrower and Guarantor, nor the consummation by Borrower and Guarantor of the transactions contemplated hereby, conflicts with or constitutes a violation or a default under any law applicable to Borrower and Guarantor, or any contract, commitment, agreement, arrangement or restriction of any kind to which Borrower or Guarantor is a party, by which Borrower or Guarantor is bound or to which any of Borrower's or Guarantor's property or assets is subject.

c. There are no actions, suits or proceedings pending, or to the knowledge of Borrower or Guarantor, threatened against or affecting Borrower or Guarantor, in relation to its obligations to Lender or involving the validity and enforceability of this Modification, or any of the other Loan Documents or Additional Loan Documents (as hereinafter defined), as applicable, at law or in equity, or before or by any governmental agency, or which could have a material adverse effect on the financial condition, operations, properties, assets, liabilities or earnings of Borrower or Guarantor, or the ability of Borrower or Guarantor to perform its obligations to Lender.

d. Borrower and Guarantor hereby reaffirm and confirm that the representations and warranties of Borrower and Guarantor contained in the Loan Documents are true, correct and complete in all material respects as of the date of this Modification.

e. Borrower and Guarantor are in full and complete compliance with the terms, covenants, provisions and conditions of the Loan Agreement and the other Loan Documents to which they are a party.

f. All covenants, representations and warranties of herein are incorporated by reference and hereby made a part of the Loan Documents, as applicable.

8. Incorporation . The terms, conditions and provisions of this Modification are hereby incorporated in the Loan Agreement and other Loan Documents and shall have the same force and effect as if originally incorporated therein.

9. Conditions Precedent . The effectiveness of this Modification shall be expressly conditioned upon the following having occurred or Lender having received all of the following, in form and content satisfactory to Lender and its counsel, and suitable for filing or recording, as the case may be, as required, by no later than June 30, 2016:

a. This Modification, fully executed by Borrower and Guarantor;

b. Payment and/or reimbursement to Lender of the fees, costs and expenses (including, without limitation, attorneys' fees) incurred by Lender in connection with this Modification;

c. Borrower shall pay to Lender, from Borrower's own funds, the sum of $20,000.00, as an extension fee, which shall be deemed fully earned by Lender and non-refundable to Borrower upon the execution of this Modification; and

d. Such additional assignments, agreements, certificates, reports, approvals, instruments, documents, subordination agreements, financing statements, consents and opinions as Lender may request, in its sole opinion and judgment, in connection with this Modification.

The documents and instruments referenced in this Section 9.a and 9.d, above, inclusive, are hereinafter referred to individually and collectively as the " Additional Loan Documents ."

10. Successors and Assigns. This Modification shall be binding upon and inure to the benefit of Borrower and Guarantor and their respective successors and assigns, except that

Borrower and Guarantor may not assign their rights hereunder or any interest therein without the prior written consent of Lender.

11. General Release of Lender.

a. Except as to the obligations imposed upon Lender, as provided herein, Borrower and Guarantor, on behalf of themselves, their respective successors and assigns, and each of them, do hereby forever relieve, release, acquit and discharge Lender and its predecessors, successors and assigns, and their respective past and present attorneys, accountants, insurers, representatives, affiliates, partners, subsidiaries, officers, employees, directors, and shareholders, and each of them (collectively, the " Released Parties "), from any and all claims, debts, liabilities, demands, obligations, promises, acts, agreements, costs and expenses (including, but not limited to, attorneys' fees), damages, injuries, actions and causes of action, of whatever kind or nature, whether legal or equitable, known or unknown, suspected or unsuspected, contingent or fixed, which Borrower or Guarantor now owns or holds or has at any time heretofore owned or held or may at any time hereafter own or hold against the Released Parties, or any of them, by reason of any acts, facts, transactions or any circumstances whatsoever occurring or existing, including, but not limited to, those based upon, arising out of, appertaining to, or in connection with the Recitals above, the Loan, the facts pertaining to this Modification, any collateral heretofore granted to Lender or granted in connection herewith, or to any other obligations of Borrower and Guarantor to Lender, or the lending arrangements between Lender and Borrower and Guarantor.

b. As to the matters released herein, Borrower and Guarantor expressly waive any and all rights under Section 1542 of the Civil Code of the State of California, which provides as follows:

> "A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor."

c. Borrower and Guarantor expressly waive and release any right or benefit which they have or may have under Section 1542 of the Civil Code of the State of California, and any similar law of any state, territory, commonwealth or possession of the United States, or the United States, to the full extent that they may waive all such rights and benefits pertaining to the matters released herein. In connection with such waiver and relinquishment, Borrower and Guarantor acknowledge that they are aware that they may hereafter discover claims presently unknown or unsuspected, or facts in addition to or different from those which they now know or believe to be true. Nevertheless, it is the intention of Borrower and Guarantor, through this Modification, to fully, finally and forever release all such matters, and all claims relative thereto, which do now exist, may exist, or heretofore have existed. In furtherance of such intention, the release herein given shall be and remain in effect as a full and complete release of such matters notwithstanding the discovery or existence of any such additional or different claims or facts relative thereto.

d. Borrower and Guarantor are the sole and lawful owners of all right, title and interest in and to every claim and other matter which they purport to release herein, and they have not heretofore assigned or transferred, or purported to assign or transfer to any person or any entity claims or other matters herein released. Borrower and Guarantor shall indemnify, defend and hold Lender and each of the other Released Parties, and each of them, harmless from and against any claims, liabilities, actions, causes of action, demands, injuries, costs, and expenses (including, but not limited to, attorneys' fees), based upon or arising in connection with any such prior assignment or transfer, or any such purported assignment or transfer, or any claims or other matters released herein.

12. Revival of Obligation.

a. Borrower and Guarantor acknowledge and agree that in the event that the payment of money, this Modification, or the grant of collateral should for any reason subsequently be declared to be "fraudulent" within the meaning of any state, federal or foreign law relating to fraudulent conveyances, preferential or otherwise voidable or recoverable, in whole or in part, for any reason, under the United States Bankruptcy Code or any other federal, foreign or state law (collectively referred to herein as " Voidable Transfer "), and Lender is required to pay or restore any such Voidable Transfer, or any portion thereof, then as to that which is repaid or restored pursuant to any such Voidable Transfer (including all costs, expenses and attorneys' fees of Lender related thereto, including, without limitation, relief from stay or similar proceedings), the liability of Borrower and Guarantor shall automatically be revived, reinstated and restored to the extent thereof, and shall exist as though such Voidable Transfer had never been made to Lender.

b. Nothing set forth herein is an admission that such Voidable Transfer has occurred. Borrower and Guarantor expressly acknowledge that Lender may rely upon advice of counsel, and if so advised by counsel, may, in the exercise of Lender's sole opinion and judgment, settle, without defending, any action to void any alleged Voidable Transfer, and that upon such settlement, Borrower and Guarantor shall again be liable for any deficiency resulting from such settlement as provided in this Modification.

c. As an additional inducement to and material consideration for Lender agreeing to the modifications provided in this Modification, agrees that in the event a Bankruptcy or Judicial Action (as hereinafter defined in this Section 12) is commenced which subjects Lender to any stay in the exercise of Lender's rights and remedies under the Loan Documents including, but not limited to, the automatic stay imposed by Section 362 of the United States Bankruptcy Code (individually and collectively, " Stay "), then Borrower and Guarantor irrevocably consent and agree that such Stay shall automatically be lifted and released against Lender, and Lender shall thereafter be entitled to exercise all of its rights and remedies against Borrower and/or Guarantor under the Loan Documents, subject, however, to the terms and conditions of this Modification. Borrower and Guarantor acknowledge that they are knowingly, voluntarily, and intentionally waiving their rights to any Stay and agree that the benefits provided to Borrower and Guarantor under the terms of this Modification are valuable consideration for such waiver. As used in this Section 12, the term "Bankruptcy or Judicial Action" shall mean any voluntary or involuntary case filed by or against Borrower and/or Guarantor, under the United States Bankruptcy Code, or any voluntary or involuntary petition in

composition, readjustment, liquidation, or dissolution, or any state and federal bankruptcy law action filed by or against Borrower and/or Guarantor, any action where Borrower and/or Guarantor are adjudicated as bankrupt or insolvent, any action for dissolution of Borrower and/or Guarantor, or any action in furtherance of any of the foregoing, or any other action, case, or proceeding that has the effect of staying (or in which a stay is being obtained against) the enforcement by Lender of its rights and remedies under this Modification, or any of the Loan Documents.

13. No Joint Venture, Management and Control . Notwithstanding any provision of this Modification and/or of the Loan Documents:

a. Lender is not and shall not be construed to be a partner, joint venture, alter ego, manager, controlling person or other business associate or participant of any kind of Borrower, Guarantor or any other person;

b. Lender shall not be deemed responsible to perform or participate in any acts, omissions, or decisions of Borrower or Guarantor; and;

c. Borrower and Guarantor do not have any claims, causes of action or defenses to their obligations to Lender based on any allegations of management or control exercised by Lender. Borrower and Guarantor acknowledge and agree that Lender does not manage or control them in any way.

14. Miscellaneous.

a. Section headings used in this Modification are for convenience only and shall not affect the construction of this Modification.

b. This Modification may be executed in one or more counterparts but all of the counterparts shall constitute one agreement; provided, however, this Modification shall not be effective and enforceable unless and until it is executed by all parties hereto.

c. This Modification and the other documents and instruments executed in connection therewith constitute the product of the negotiation of the parties hereto and the enforcement hereof shall be interpreted in a neutral manner, and not more strongly for or against any party based upon the source of the draftsmanship hereof.

d. This Modification is not a novation, nor, except as expressly provided in this Modification, is it to be construed as a release or modification of any of the terms, conditions, warranties, waivers or rights set forth in the Loan Documents. Nothing contained in this Modification shall be deemed to constitute a waiver by Lender of any required performance by Borrower or Guarantor, of any default heretofore or hereafter occurring under or in connection with the other Loan Documents. In the event there is a conflict in any term, condition or provision of this Modification, on the one hand, and the Loan Agreement or any of the other Loan Documents, on the other hand, the terms, conditions and provisions of this Modification are to control.

e. Borrower and Guarantor hereby further represent and warrant as follows:

(1) Borrower and Guarantor have received, or have had the opportunity to receive, independent legal advice from attorneys of each of their choice with respect to the advisability of executing this Modification and prior to the execution of this Modification by Borrower and Guarantor, their attorneys reviewed this Modification and discussed this Modification with them and have made all desired changes;

(2) Except as expressly stated in this Modification, neither Lender nor any other person or entity has made any statement or representation to Borrower or Guarantor regarding facts relied upon by Borrower or Guarantor;

(3) Borrower and Guarantor do not rely upon any statement, representation or promise of Lender or any other person or entity in executing this Modification except as expressly stated in this Modification;

(4) The terms of this Modification are contractual and not a mere recital;

(5) This Modification has been carefully read by, the contents hereof are known and understood by, and it is signed freely by Borrower; and

(6) This Modification and the releases contained herein are intended to be final and binding against Borrower and Guarantor, and Borrower and Guarantor acknowledge that Lender is expressly relying on the finality of this Modification as a substantial, material factor inducing Lender's execution of this Modification.

f. WAIVER OF RIGHT TO TRIAL BY JURY; JUDICIAL REFERENCE IN THE EVENT OF JURY TRIAL WAIVER UNENFORCEABILITY . EACH PARTY TO THIS MODIFICATION HEREBY EXPRESSLY WAIVES ANY RIGHT TO TRIAL BY JURY OF ANY CLAIM, DEMAND, ACTION OR CAUSE OF ACTION (1) ARISING UNDER THIS MODIFICATION OR ANY OF THE OTHER LOAN DOCUMENTS OR ANY OTHER INSTRUMENT, DOCUMENT OR AGREEMENT EXECUTED OR DELIVERED IN CONNECTION THEREWITH, OR (2) IN ANY WAY CONNECTED WITH OR RELATED OR INCIDENTAL TO THE DEALINGS OF THE PARTIES HERETO OR ANY OF THEM WITH RESPECT TO THIS MODIFICATION OR ANY OTHER INSTRUMENT, DOCUMENT OR AGREEMENT EXECUTED OR DELIVERED IN CONNECTION HEREWITH, OR THE TRANSACTIONS RELATED HERETO OR THERETO, IN EACH CASE WHETHER NOW EXISTING OR HEREAFTER ARISING, AND WHETHER SOUNDING IN CONTRACT OR TORT OR OTHERWISE; AND EACH PARTY HEREBY AGREES AND CONSENTS THAT ANY SUCH CLAIM, DEMAND, ACTION OR CAUSE OF ACTION SHALL BE DECIDED BY COURT TRIAL WITHOUT A JURY. NOTWITHSTANDING THE FOREGOING TO THE CONTRARY, IN THE EVENT THAT THE JURY TRIAL WAIVER CONTAINED HEREIN SHALL BE HELD OR DEEMED TO BE UNENFORCEABLE, EACH PARTY HERETO HEREBY EXPRESSLY AGREES TO SUBMIT TO JUDICIAL REFERENCE ANY CLAIM, DEMAND, ACTION OR CAUSE OF ACTION ARISING HEREUNDER FOR WHICH A JURY TRIAL WOULD OTHERWISE BE APPLICABLE OR AVAILABLE. PURSUANT TO SUCH JUDICIAL REFERENCE, THE PARTIES AGREE TO THE APPOINTMENT OF A SINGLE REFEREE

AND SHALL USE THEIR BEST EFFORTS TO AGREE ON THE SELECTION OF A REFEREE. IF THE PARTIES ARE UNABLE TO AGREE ON A SINGLE REFEREE, A REFEREE SHALL BE APPOINTED BY THE COURT TO HEAR ANY DISPUTES HEREUNDER IN LIEU OF ANY SUCH JURY TRIAL. EACH PARTY ACKNOWLEDGES AND AGREES THAT THE APPOINTED REFEREE SHALL HAVE THE POWER TO DECIDE ALL ISSUES IN THE APPLICABLE ACTION OR PROCEEDING, WHETHER OF FACT OR LAW, AND SHALL REPORT A STATEMENT OF DECISION THEREON; PROVIDED, HOWEVER, THAT ANY MATTERS WHICH WOULD NOT OTHERWISE BE THE SUBJECT OF A JURY TRIAL WILL BE UNAFFECTED BY THIS WAIVER AND THE AGREEMENTS CONTAINED HEREIN. THE PARTIES HERETO HEREBY AGREE THAT THE PROVISIONS CONTAINED HEREIN HAVE BEEN FAIRLY NEGOTIATED ON AN ARM'S-LENGTH BASIS, WITH BOTH SIDES AGREEING TO THE SAME KNOWINGLY AND BEING AFFORDED THE OPPORTUNITY TO HAVE THEIR RESPECTIVE LEGAL COUNSEL CONSENT TO THE MATTERS CONTAINED HEREIN. ANY PARTY TO THIS MODIFICATION MAY FILE AN ORIGINAL COUNTERPART OR A COPY OF THIS SECTION WITH ANY COURT AS WRITTEN EVIDENCE OF THE CONSENT OF THE PARTIES HERETO TO THE WAIVER OF THEIR RIGHT TO TRIAL BY JURY AND THE AGREEMENTS CONTAINED HEREIN REGARDING THE APPLICATION OF JUDICIAL REFERENCE IN THE EVENT OF THE INVALIDITY OF SUCH JURY TRIAL WAIVER.

JS	**RZ**	**KC**
Borrower's Initials	Guarantor's Initials	Lender's Initials

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties have executed this Modification on the date and year first written above.

BORROWER :

AMPHASTAR PHARMACEUTICALS, INC .,
a Delaware corporation

By: **/S/Jason Shandell**
Name: Jason Shandell
Title: President

GUARANTOR:

ARMSTRONG PHARMACEUTICALS, INC .,
a Delaware corporation

By: **/S/Rong Zhou**
Name: Rong Zhou
Title: President

LENDER:

CATHAY BANK ,
a California banking corporation,

By: **/S/Kenneth Chan**
Name: Kenneth Chan
Its: Vice President

Exhibit 31.1

Certification of Chief Executive Officer p ursuant to Rule s 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934 , as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Jack Y. Zhang, Ph.D . , Chief Executive Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Amphastar Pharmaceuticals, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9 , 2016

By: **/S/JACK Y. ZHANG**
Jack Y. Zhang
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

Certification of Chief Financial Officer p ursuant to Rule s 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934 , as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, William J. Peters, Chief Financial Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Amphastar Pharmaceuticals, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9 , 2016

By: **/S/WILLIAM J. PETERS**
William J. Peters
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 32.1

Certification of Chief Executive Officer p ursuant to 18 U.S.C. Section 1350, as a dopted p ursuant to Section 906 of the Sarbanes-Oxley Act of 2002

The undersigned officer of Amphastar Pharmaceuticals, Inc. (the "Company"), hereby certifies, to such officer's knowledge, that:

(i) the Quarterly Report on Form 10-Q of the Company for the quarter ended June 30, 2016 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 9 , 2016

By: **/S/JACK Y. ZHANG**
Jack Y. Zhang
Chief Executive Officer
(Principal Executive Officer)

The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. § 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Exhibit 32.2

Certification of Chief Financial Officer p ursuant to 18 U.S.C. Section 1350, as a dopted p ursuant to Section 906 of the Sarbanes-Oxley Act of 2002

The undersigned officer of Amphastar Pharmaceuticals, Inc. (the "Company"), hereby certifies, to such officer's knowledge, that:

(i) the Quarterly Report on Form 10-Q of the Company for the quarter ended June 30, 2016 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 9 , 2016

By: **/S/WILLIAM J. PETERS**
William J. Peters
Chief Financial Officer
(Principal Financial and Accounting Officer)

The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. § 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.