

# SHARPS COMPLIANCE CORP

Reported by  
**ZERILLO PHILLIP**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/16/17 for the Period Ending 11/16/17

Address	9220 KIRBY DRIVE STE 500 HOUSTON, TX, 77054
Telephone	713-432-0300
CIK	0000898770
Symbol	SMED
SIC Code	4955 - Hazardous Waste Management
Industry	Environmental Services & Equipment
Sector	Industrials
Fiscal Year	06/30

# FORM 4

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

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[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>ZERILLO PHILLIP</b>  (Last) (First) (Middle)  <b>9220 KIRBY DR., SUITE 500</b>  (Street)  <b>HOUSTON, TX 77054</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>SHARPS COMPLIANCE CORP [ SMED ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> _____ Officer (give title below) <span style="float:right">_____ Other (specify below)</span>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>11/16/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Restricted Stock Award	11/16/2017		A		15000 <u>(1)</u>	A	\$0	453531 <u>(2)</u>	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

**Explanation of Responses:**

- (1) Grant of restricted shares for the Company's common stock issued under the 2010 Sharps Compliance Stock Plan per the Sharps Compliance Non-Employee Directors and Committee Compensation. The grant represents the equity portion of the non-employee director and committee compensation services to be provided October 1, 2017-September 30, 2018. The restricted shares are subject to the terms and conditions of the underlying Restricted Stock Award Agreement and vest as follows: 25% on December 31, 2017, 25% on March 31, 2018, 25% on June 30, 2018 and 25% on September 30, 2018.
- (2) Amount of securities beneficially owned following the reported transaction includes Common Stock and Restricted Stock Awards.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>ZERILLO PHILLIP 9220 KIRBY DR. SUITE 500 HOUSTON, TX 77054</b>	<b>X</b>			

**Signatures**

Celina Sanchez 11/16/2017

\*\* Signature of Reporting Person

Date

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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