

**MUST BE
POSTMARKED
NO LATER THAN
OCTOBER 28, 2015**

UNITED STATES DISTRICT COURT
DISTRICT OF ARIZONA
Larson v. Insys Therapeutics Incorporated et al.
Lead Case No. CV-14-01043-PHX-GMS
Consolidated with: No. CV-14-01077-PHX-GMS

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**INSTRUCTIONS FOR COMPLETING THE
PROOF OF CLAIM AND RELEASE**

I. GENERAL INSTRUCTIONS

1. To be eligible to recover as a member of the Settlement Class based on your claims in the action entitled *Larson v. Insys Therapeutics Incorporated et al.*, Case No. 2:14-cv-01043-PHX-GMS (the “Action”), you must complete and, on page 7 hereof, sign this Proof of Claim and Release. Even if you do not fill out this Proof of Claim and Release, if you do not timely exclude yourself from the Settlement Class, any and all claims you may have against the Defendants in this Action will be released to the full extent defined below. If you fail to file a properly addressed (as set forth in paragraph 3 below) Proof of Claim and Release, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the proposed Settlement of the Action.

2. Submission of this Proof of Claim and Release, however, does not assure that you will share in the proceeds of Settlement in the Action.

3. **YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE POSTMARKED ON OR BEFORE OCTOBER 28, 2015, ADDRESSED AS FOLLOWS:**

Insys Therapeutics Securities Settlement
c/o Angeion Group
1801 Market Street, Suite 660
Philadelphia, PA 19103

4. If you are NOT a member of the Settlement Class, as defined in the Notice of Proposed Settlement of Class Action, Motion for Attorneys’ Fees and Expenses and Settlement Fairness Hearing (“Mailed Notice”), DO NOT submit a Proof of Claim and Release form.

5. If you are a member of the Settlement Class, you are bound by the terms of any judgment entered in the Action, including the Release included in the Stipulation of Settlement (“Stipulation”) **WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE FORM.**

II. DEFINITIONS

1. “Action” or “Litigation” means the consolidated securities class action pending in this Court under the caption *Larson v. Insys Therapeutics Incorporated et al.*, Case No. 2:14-cv-01043-PHX-GMS, including, without limitation, all cases consolidated under that caption.

2. “Authorized Claimant” means any member of the Settlement Class who submits a timely and valid Proof of Claim and Release form to the Settlement Administrator and whose proof of claim is not rejected. Only those members of the Settlement Class filing valid and timely Proofs of Claim and Releases shall be entitled to receive any distributions from the Net Settlement Fund.

3. “Lead Counsel” means the law firm of Glancy Prongay & Murray LLP.

4. “Court” means the United States District Court for the District of Arizona.

5. “Defendants” means Insys Therapeutics, Inc., Michael L. Babich, Darryl S. Baker, Dr. John N. Kapoor, and Dr. Larry M. Dillaha.

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6. “Insys” means Insys Therapeutics, Inc., a Delaware corporation.

7. “Person(s)” means any individual, corporation, partnership, limited partnership, association, joint stock company, joint venture, limited liability company, professional corporation, estate, legal representative, trust, unincorporated association, government or any political subdivision or agency thereof, and any other type of legal or political entity and their spouses, heirs, predecessors, successors, representatives, or assignees.

8. “Released Claims” means any and all claims, debts, demands, disputes, rights, causes of action, suits, matters, damages, or liabilities of any kind, nature, and character whatsoever (including, but not limited to, any claims for damages, interest, attorneys’ fees, expert or consulting fees, and any and all other costs, expenses or liabilities whatsoever), whether under federal, state, local, statutory, common law, foreign law, or any other law, rule or regulation, whether fixed or contingent, accrued or unaccrued, liquidated or unliquidated, at law or in equity, matured or unmatured, including Unknown Claims (as defined herein), whether or not concealed or hidden that have been or could have been or in the future could be asserted in any forum, whether foreign or domestic, by Lead Plaintiff or any member of the Settlement Class, or any Person claiming through or on behalf of them, against any of the Released Parties that concern, arise out of, are based on or relate in any way, directly or indirectly to both (1) any of the allegations, acts, transactions, facts, events, representations, or omissions involved or alleged in the Litigation, or which could have been alleged in the Litigation, based upon the facts alleged in the Complaint or any of the individual complaints filed in the Action; and (2) purchase or acquisition of Insys common stock during the Settlement Class Period. Released Claims do not include claims to enforce the Settlement. For the avoidance of doubt, Released Claims does not include any claim that has been brought or could be brought, derivatively or otherwise, by or on behalf of the Company, against any of the Released Defendants’ Parties.

9. “Released Defendants’ Claims” means any and all actions, suits, claims, debts, demands, rights, causes of action, proofs of claim or liabilities of every nature and description whatsoever (including, but not limited to, claims for damages, interest, attorneys’ fees, expert or consulting fees, and any other costs, expenses, or liability whatsoever), whether based in law or equity, whether fixed or contingent, accrued or unaccrued, liquidated or unliquidated, matured or not matured, pursuant to federal, state, local, statutory or common law, or any other law, rule or regulation, whether foreign or domestic, including both known claims and Unknown Claims (as defined herein), whether or not concealed or hidden, that have been or could have been or could in the future be asserted in any forum, whether foreign or domestic, by any of the Defendants, or their successors, assigns, executors, administrators, representatives, attorneys, agents, affiliates, and partners, and any Persons they represent or any of them, whether brought directly or indirectly against the Lead Plaintiff, Settlement Class Members, their attorneys, or against any of the Released Plaintiffs’ Parties, which arise out of or relate in any way to the institution, prosecution, or Settlement of the Action, except for claims to enforce the Settlement.

10. “Released Parties” means each and all of the Plaintiffs, Defendants and each of their respective immediate family members, heirs, executors, administrators, successors, and assigns; Plaintiffs’ and Defendants’ present, former and future employees, insurers, officers, directors, partners, attorneys, legal representatives, receivers and agents; any person or entity which is or was related to or affiliated with any Defendant or Plaintiff, or in which any Defendant or Plaintiff has or had a controlling interest; and the present, former and future direct or indirect parents, direct or indirect subsidiaries, divisions, affiliates, predecessors, successors, employees, officers, directors, partners, attorneys, assigns, and agents of all of the foregoing. For ease of reference herein, the Stipulation sometimes refers to each set of the enumerated persons and entities as “Released Plaintiffs’ Parties” and “Released Defendants’ Parties.”

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11. “Settlement Class” or “Settlement Class Member” means, for purposes of this settlement only, all Persons who, during the Settlement Class Period, purchased or otherwise acquired publicly traded shares of Insys common stock. Excluded from this definition are (a) all Defendants and any parent or subsidiary, present or former director, officer, or subsidiary of Insys; any entity in which any excluded person has a controlling interest; their legal representatives, heirs, successors and assigns; any immediate family member of a Settling Individual Defendant; their immediate families; and (b) any putative members of the Settlement Class who validly and timely request exclusion from the Class pursuant to the terms of the Stipulation and its related Exhibits and Rule 23 of the Federal Rules of Civil Procedure.

12. “Settlement Class Period” means the period of time from November 12, 2013 through May 14, 2014, both dates inclusive.

13. “Unknown Claims” means any and all claims, demands, rights, liabilities, and causes of action of every nature and description which Lead Plaintiff or any Settlement Class Member does not know or suspect to exist in his, her, or its favor at or after the time he, she or it enters into the Stipulation, or at or after the release of the Released Claims or Released Defendants’ Claims (pursuant to the terms of the Stipulation) which, if known by him, her, or it, might have affected his, her, or its settlement with and release of the Released Parties, or might have affected his, her, or its decisions with respect to this Settlement. With respect to any and all Released Claims and Released Defendants’ Claims, the Settling Parties stipulate and agree that, upon the Effective Date, Lead Plaintiff shall expressly waive and relinquish, and each of the Settlement Class Members shall be deemed to have, and by operation of the Final Order and Judgment shall have, expressly waived and relinquished, the provisions, rights, and benefits of California Civil Code § 1542, which provides:

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.

Lead Plaintiff shall expressly waive and relinquish, and each of the Settlement Class Members shall be deemed to have, and by operation of the Final Order and Judgment shall have, expressly waived and relinquished, any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable or equivalent to California Civil Code § 1542. Lead Plaintiff and/or Settlement Class Members may hereafter discover facts in addition to or different from those which he, she or it now knows or believes to be true with respect to the subject matter of the Released Claims, but Lead Plaintiff upon the Effective Date shall expressly, fully, finally, and forever settle and release and each Settlement Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Final Order and Judgment shall have, fully, finally, and forever settled and released any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. Lead Plaintiff and Defendants acknowledge, and the Settlement Class Members shall be deemed by operation of the Final Order and Judgment to have acknowledged, that the foregoing waiver and inclusion of Unknown Claims in the definition of Released Claims and Released Defendants’ Claims were separately bargained for and are key elements of the Settlement of which this release is a part.

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III. CLAIMANT IDENTIFICATION

1. If you purchased or otherwise acquired Insys common stock and held the certificate(s) in your name, you are the beneficial purchaser as well as the record purchaser. If, however, the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm through which you purchased the securities, you are the beneficial purchaser and the third party is the record purchaser.

2. Use Part I of this form entitled "Claimant Identification" to identify each record purchaser ("nominee"), if different from the beneficial purchaser of Insys common stock which form the basis of this claim. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER OR PURCHASERS, OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER OR PURCHASERS OF THE INSYS COMMON STOCK UPON WHICH THIS CLAIM IS BASED.**

3. All joint purchasers must sign this claim. Executors, administrators, guardians, conservators and trustees must complete and sign this claim on behalf of Persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The last four digits of the Social Security (or taxpayer identification) number and telephone number of the beneficial purchaser may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

IV. CLAIM FORM

1. Use Part II of this form entitled "Schedule of Transactions in Insys Therapeutics, Inc. Common Stock" to supply all required details of your transaction(s) in Insys common stock. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and then print or type your name on each additional sheet.

2. On the schedules, provide all of the requested information with respect to all of your purchases and all of your sales of Insys common stock which took place at any time between November 12, 2013 through August 11, 2014, inclusive, whether such transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.

3. List each transaction from November 12, 2013 through August 11, 2014 (inclusive), separately and in chronological order, by trade date, beginning with the earliest transaction. You must accurately provide the month, day and year of each transaction you list.

4. Broker confirmations, brokerage statements reflecting your purchases, or other documentation of your transactions in Insys common stock should be attached to your claim. If you do not have documentation from your broker, you may also attach any documents or schedules that you attached to any federal tax return that reflect Settlement Class Period purchases of Insys common stock or the sale of Insys common stock. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

5. The above requests are designed to provide the minimum amount of information necessary to process the simplest claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your losses. In some cases where the Claims Administrator cannot perform the calculation accurately or at a reasonable cost to the Class with the information provided, the Claims Administrator may condition acceptance of the claim upon the production of additional information that it may, in its discretion, require to process the claim.

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PROOF OF CLAIM AND RELEASE

PART I: CLAIMANT IDENTIFICATION

Beneficial Purchaser's Name (First, Middle, Last)

Co-Beneficial Purchaser's Name (if applicable)

Representative's Name (e.g. Nominee, Trustee, etc.) (if applicable)

Street Address

City

State

Zip Code

Foreign Province

Foreign Country

Telephone Number (Work)

Telephone Number (Home)

Account Number

Email (Email address is not required, but if you provide it you authorize the Claims Administrator to use it to provide information relevant to the claim)

Last Four Digits of
Social Security Number (for individuals)

OR

Last Four Digits of
Taxpayer Identification Number
(for estates, trusts, corporations, etc.)

Check appropriate box (check only one box):

Individual/Sole Proprietor Corporation Partnership IRA Joint Owners Pension Plan

Trust Other (describe):

PART II: SCHEDULE OF TRANSACTIONS IN INSYS THERAPEUTICS, INC. COMMON STOCK

A. Number of shares of Insys common stock held at the close of trading on November 11, 2013:
 (If none, write "zero" or "0"; if other than zero, must be documented) **NUMBER OF SHARES**

B. PURCHASES of Insys common stock (November 12, 2013 and August 11, 2014, inclusive):

<u>Trade Date</u> (Month/Day/Year)	<u>Number of Shares</u> <u>Purchased</u>	<u>Price Per Share*</u>	<u>Total Purchase Price*</u>
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<div style="border: 1px solid black; width: 150px; height: 25px;"></div>	<div style="border: 1px solid black; width: 150px; height: 25px;"></div>	<div style="border: 1px solid black; width: 150px; height: 25px;"></div>	<div style="border: 1px solid black; width: 150px; height: 25px;"></div>
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* Do not include commission charges

C. SALES of Insys common stock (November 12, 2013 and August 11, 2014, inclusive):

<u>Trade Date</u> (Month/Day/Year)	<u>Number of</u> <u>Shares Sold</u>	<u>Price Per Share*</u>	<u>Total Sales Price*</u>
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* Do not include commission charges

D. Number of shares of Insys common stock held at the close of trading on August 11, 2014:
 (If none, write "zero" or "0"; if other than zero, must be documented) **NUMBER OF SHARES**

If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page.

YOU MUST READ THE RELEASE AND SIGN THE CERTIFICATION ON PAGE 7

PART III: SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim and Release under the terms of the Stipulation of Settlement dated as of May 28, 2015, described herein. I (We) also submit to the jurisdiction of the United States District Court for the District of Arizona, with respect to my (our) claim as a Settlement Class Member (as defined herein) and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Action. I (We) agree to furnish additional information to Lead Counsel or the Claims Administrator to support this claim if required to do so. I (We) have not submitted any other claim covering the same purchases or sales of Insys common stock during the Settlement Class Period and know of no other Person having done so on my (our) behalf.

PART IV: RELEASE

7. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, release, relinquish and discharge, (1) all of the Released Claims against each and all of the Defendants and all of the Released Persons and (2) any and all claims arising from the institution and prosecution of this Action against each and all of the Released Persons.

8. This Release shall be of no force or effect unless and until the Court approves the Settlement and it becomes effective on the Effective Date.

9. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this Release or any other part or portion thereof.

PART V: CERTIFICATION

Under penalty of perjury, I (we) hereby certify and represent that I (we) have included information about all of my (our) transactions in Insys common stock that occurred during the Settlement Class Period as well as the number of shares of Insys Therapeutics, Inc. common stock held by me (us) at the close of trading on August 11, 2014. By executing this certification, I (we) acknowledge and agree to be bound by the Release set forth above.

Executed this _____ day of _____, 2015, in _____, _____.
(Month) (City) (State/Country)

Claimant - Sign your name here

Joint Claimant - Sign your name here

Claimant - Type or print your name here

Joint Claimant - Type or print your name here

Date

Date

If Claimant is other than an individual, or is not the person completing this form, the following must also be provided:

Signature of Person Completing Form

Date

Print Name of Person Completing Form

Capacity of Person(s) Signing (e.g., Beneficial Purchaser(s), Executor, Administrator, etc.)

ACCURATE CLAIMS PROCESSING TAKES A
SIGNIFICANT AMOUNT OF TIME.

THANK YOU FOR YOUR PATIENCE.

Reminder Checklist:

1. Please sign the claim form at Part V on Page 7.
2. Remember to attach supporting documentation, if available. DO NOT SEND ORIGINALS OF ANY SUPPORTING DOCUMENTS.
3. Do not send original stock certificates.
4. Keep a copy of your Proof of Claim Form and Release and all supporting documentation submitted for your records.
5. The Claims Administrator will acknowledge receipt of your Proof of Claim Form and Release within 60 days. Your claim is not deemed filed until you receive an acknowledgment postcard or e-mail. If you do not receive a written acknowledgment within 60 days, please email the Claims Administrator at Insys@AngeionGroup.com.
6. If you move, please send us your new address to:

**Insys Therapeutics Securities Settlement
c/o Angeion Group
1801 Market Street, Suite 660
Philadelphia, PA 19103**

7. Please write legibly in blue or black ink. Do not use highlighter on the Proof of Claim Form and Release or supporting documentation.

**THIS PROOF OF CLAIM MUST BE POSTMARKED NO LATER THAN
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