

SHARPS COMPLIANCE CORP  
Form 3  
November 24, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â Halligan Dennis                         |         | (Month/Day/Year)                     | SHARPS COMPLIANCE CORP [SMED]                      |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| 9220 KIRBY DRIVE                          |         |                                      | (Check all applicable)                             |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
| HOUSTON,Â TXÂ 77054                       |         |                                      | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
| (City)                                    | (State) | (Zip)                                | (give title below)                                 | (specify below)  |
|   |         |                                      | Vice President of Marketing                        | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |         |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                 |   |  |   |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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

|  |  |   |  |   |   |
|--|--|---|--|---|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|  | Date Exercisable      Expiration Date                    | Title      Amount or Number of Shares                                       |  |   |   |

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|   |       |            |                 |        |         |   |   |
|---|-------|------------|-----------------|--------|---------|---|---|
| Sharps Compliance Corp<br>2010 Stock Plan Options | Â (1) | 11/20/2021 | Common<br>Stock | 25,000 | \$ 4.28 | D | Â |
| Sharps Compliance Corp<br>2010 Stock Plan Options | Â (2) | 05/09/2018 | Common<br>Stock | 2,500  | \$ 4.33 | D | Â |
| Sharps Compliance Corp<br>2010 Stock Plan Options | Â (3) | 11/17/2018 | Common<br>Stock | 3,000  | \$ 3.98 | D | Â |
| Sharps Compliance Corp<br>2010 Stock Plan Options | Â (4) | 11/07/2019 | Common<br>Stock | 2,000  | \$ 3.05 | D | Â |
| Sharps Compliance Corp<br>2010 Stock Plan Options | Â (5) | 11/21/2020 | Common<br>Stock | 5,000  | \$ 4.84 | D | Â |
| Sharps Compliance Corp<br>2010 Stock Plan Options | Â (6) | 08/26/2021 | Common<br>Stock | 8,500  | \$ 4.32 | D | Â |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                                     |       |
|--|---------------|-----------|-------------------------------------|-------|
|  | Director      | 10% Owner | Officer                             | Other |
| Halligan Dennis<br>9220 KIRBY DRIVE<br>HOUSTON, TX 77054 | Â             | Â         | Â Vice<br>President of<br>Marketing | Â     |

## Signatures

Celina Sanchez                      11/24/2014

\*\*Signature of                      Date  
Reporting Person

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

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

(1) In conjunction with his promotion to Vice President of Marketing on November 20, 2014, Mr. Halligan was granted options to purchase 25,000 shares of Sharps Compliance Corp Common Stock which vests as follows: one-fourth on November 20, 2015, one-fourth on November 20, 2016, one-fourth on November 20, 2017, and one-fourth on November 20, 2018. The exercise price of the stock options is equal to the market price of the Company's stock at the date of grant.

(2) On May 9, 2011, Mr. Halligan was granted options to purchase 2,500 shares of Sharps Compliance Corp Common Stock which vests as follows: one-fourth on May 9, 2012, one-fourth on May 9, 2013, one-fourth on May 9, 2014, and one-fourth on May 9, 2015. The exercise price of the stock options is equal to the market price of the Company's stock at the date of grant.

(3) On November 17, 2011, Mr. Halligan was granted options to purchase 3,000 shares of Sharps Compliance Corp Common Stock which vests as follows: one-fourth on November 17, 2012, one-fourth on November 17, 2013, one-fourth on November 17, 2014, and one-fourth on November 17, 2015. The exercise price of the stock options is equal to the market price of the Company's stock at the date of grant.

(4) On November 7, 2012, Mr. Halligan was granted options to purchase 2,000 shares of Sharps Compliance Corp Common Stock which vests as follows: one-fourth on November 7, 2013, one-fourth on November 7, 2014, one-fourth on November 7, 2015, and one-fourth on November 7, 2016. The exercise price of the stock options is equal to the market price of the Company's stock at the date of grant.

(5) On November 21, 2013, Mr. Halligan was granted options to purchase 5,000 shares of Sharps Compliance Corp Common Stock which vests as follows: one-fourth on November 21, 2014, one-fourth on November 21, 2015, one-fourth on November 21, 2016, and one-fourth on November 21, 2017. The exercise price of the stock options is equal to the market price of the Company's stock at the date of grant.

(6) On August 26, 2014, Mr. Halligan was granted options to purchase 8,500 shares of Sharps Compliance Corp Common Stock which vests as follows: one-fourth on August 26, 2015, one-fourth on August 26, 2016, one-fourth on August 26, 2017, and one-fourth on August 26,

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2017. The exercise price of the stock options is equal to the market price of the Company's stock at the date of grant.

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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