

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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hours per response: 0.5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Plooster Matthew R</u> (Last) (First) (Middle) <u>C/O KEMPHARM, INC.</u> <u>2656 CROSSPARK ROAD, SUITE 100</u> (Street) <u>CORALVILLE IA</u> <u>52241</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/15/2015</u>	3. Issuer Name and Ticker or Trading Symbol <u>KEMPHARM, INC [KMPH]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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)
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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: 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			
Series C Convertible Preferred Stock	(1)(2)	(5)	Common Stock	25,642	(1)(2)	D	
Series C Convertible Preferred Stock	(1)(3)	(5)	Common Stock	8,381	(1)(3)	I	By TD Ameritrade Clearing Inc. Custodian FBO Matthew Ryan Plooster Roth IRA, as trustee
Series D Convertible Preferred Stock	(1)(4)	(5)	Common Stock	8,456	(1)(4)	D	
Warrant to Purchase Common Stock (right to buy)	(6)	03/23/2016	Common Stock	3,572	3.9	D	
Warrant to Purchase Series D Preferred Stock (right to buy)	(6)(7)	(8)	Common Stock	384	0.78	D	
Series A Convertible Preferred Stock	(1)(9)	(5)	Common Stock	1,701,011	(1)(9)	I	By Bridgepoint Investment Partners I LLLP ⁽¹⁰⁾
Series B Convertible Preferred Stock	(1)(11)	(5)	Common Stock	1,511,279	(1)(11)	I	By Bridgepoint Investment Partners I LLLP ⁽¹⁰⁾

Explanation of Responses:

- Immediately convertible into shares of the Issuer's Common Stock at the Reporting Person's election.
- The shares will automatically convert into 3,418 shares of the Issuer's Common Stock immediately upon the closing of a Qualified Public Offering (as defined in the Issuer's Restated Certificate of Incorporation).
- The shares will automatically convert into 1,117 shares of the Issuer's Common Stock immediately upon the closing of a Qualified Public Offering.
- The shares will automatically convert into 1,127 shares of the Issuer's Common Stock immediately upon the closing of a Qualified Public Offering.
- The shares do not have an expiration date.
- Immediately exercisable.
- The warrant will automatically convert into a warrant to purchase 51 shares of the Issuer's Common Stock at an exercise price of \$5.85 per share immediately upon the closing of a Qualified Public Offering.
- The warrant expires as of 5:00 p.m. C.S.T. on the earliest of (i) June 2, 2019 and (ii) the effective date of the closing of a Company Sale Transaction (as such term is defined in the warrant).
- The shares will automatically convert into the Issuer's Common Stock immediately upon the closing of a Qualified Public Offering.
- The shares directly held by Bridgepoint Investment Partners I LLLP, or Bridgepoint, are indirectly held by its general partner, Bridgepoint Capital Partners, LLP, or BPCP. The individual managers of BPCP are Matthew R. Plooster and Adam S. Claypool. Matthew R. Plooster and Adam S. Claypool share voting and dispositive power with regard to the shares directly held by Bridgepoint.
- The shares will automatically convert into 201,503 shares of the Issuer's Common Stock immediately upon the closing of a Qualified Public Offering.

Remarks:

/s/ James C.T. Linfield,
Attorney-in-Fact

04/15/2015

** 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 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints each of Travis Mickle, Gordon Johnson, James C.T. Linfield and Matthew P. Dubofsky, signing individually, the undersigned's true and lawful attorneys-in fact and agents to:

(1) execute for and on behalf of the undersigned, an officer, director or holder of 10% or more of a registered class of securities of KemPharm, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute such Forms 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such forms or amendments with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any nature whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact shall no longer be employed by the Company or Cooley LLP, as applicable.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 3rd day of March, 2015.

/s/ Matthew R. Plooster

Matthew R. Plooster