

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Davis Gregory C</u>			2. Issuer Name and Ticker or Trading Symbol <u>SHARPS COMPLIANCE CORP [ SMED ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <b>Vice President of Operations</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/30/2021</u>			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		
9220 KIRBY DRIVE SUITE 500			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>HOUSTON TX 77054</u>								
(City) (State) (Zip)								

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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			
Common Stock	04/30/2021		S		9,000	D	\$17.5	0	D	
Common Stock	05/03/2021		M <sup>(1)</sup>		10,242	A	\$4.3	10,242	D	
Common Stock	05/03/2021		S <sup>(2)</sup>		10,242	D	\$17.4636	0	D	
Common Stock	05/03/2021		M <sup>(3)</sup>		1,410	A	\$6.74	1,410	D	
Common Stock	05/03/2021		S <sup>(2)</sup>		1,410	D	\$17.4636	0	D	
Common Stock	05/03/2021		M <sup>(4)</sup>		6,093	A	\$4.8	6,093	D	
Common Stock	05/03/2021		S <sup>(2)</sup>		6,093	D	\$17.4636	0	D	
Common Stock	05/03/2021		M <sup>(5)</sup>		3,350	A	\$3.26	3,350	D	
Common Stock	05/03/2021		S <sup>(2)</sup>		3,350	D	\$17.4636	0	D	
Common Stock	05/04/2021		M <sup>(1)</sup>		13,953	A	\$4.3	13,953	D	
Common Stock	05/04/2021		S <sup>(6)</sup>		13,953	D	\$16.5155	0	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Sharps Compliance 2010 Stock Plan Options	\$4.3	05/03/2021		M <sup>(1)</sup>			10,242	11/21/2015	11/21/2021	Common Stock	10,242	\$4.3	61,168	D	
Sharps Compliance 2010 Stock Plan Options	\$6.74	05/03/2021		M <sup>(3)</sup>			1,410	08/28/2016	08/28/2022	Common Stock	1,410	\$6.74	59,758	D	
Sharps Compliance 2010 Stock Plan	\$4.8	05/03/2021		M <sup>(4)</sup>			6,093	09/28/2018	09/28/2024	Common Stock	6,093	\$4.8	53,665	D	
Sharps Compliance 2010 Stock Plan Options	\$3.26	05/03/2021		M <sup>(5)</sup>			3,350	11/29/2019	11/29/2025	Common Stock	3,350	\$3.26	50,315	D	
Sharps Compliance 2010 Stock Plan Options	\$4.3	05/04/2021		M <sup>(1)</sup>			13,953	11/21/2015	11/21/2021	Common Stock	13,953	\$4.3	36,362	D	

**Explanation of Responses:**

1. Cashless exercise and immediate sale through a broker of a stock award granted on November 20, 2014. All shares were issued under the Sharps Compliance Corp. 2010 Stock Plan and were scheduled to

expire on November 20, 2021.

2. This represents the weighted average sale of 21,095 shares. Shares were sold between a range of \$17.25 and \$17.70.

3. Cashless exercise and immediate sale through a broker of a stock award granted on August 28, 2015. All shares were issued under the Sharps Compliance Corp. 2010 Stock Plan and were scheduled to expire on August 28, 2022.

4. Cashless exercise and immediate sale through a broker of stock award granted on September 28, 2017. All shares were issued under the Sharps Compliance Corp. 2010 Stock Plan and were scheduled to expire on September 28, 2024.

5. Cashless exercise and immediate sale through a broker of stock award granted on November 29, 2018. All shares were issued under the Sharps Compliance Corp. 2010 Stock Plan and were scheduled to expire on November 29, 2025.

6. This represents the weighted average sale of 13,953 shares. Shares were sold between the range of \$16.50 and \$16.71.

**Remarks:**

Diana Diaz

05/04/2021

\*\* 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.

**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.**