

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

Filed 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>HOLMES PARRIS H JR</u> (Last) (First) (Middle) <u>C/O SHARPS COMPLIANCE CORP., 9220 KIRBY SUITE 500</u> (Street) <u>HOUSTON TX 77054</u> (City) (State) (Zip)	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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/22/2022</u>	
	4. 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 <input type="checkbox"/> Form filed by More than One Reporting Person

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	08/22/2022		U		643,229 ⁽¹⁾⁽²⁾⁽³⁾	D	\$8.75	643,229	D	
Common Stock	08/23/2022		D		643,229 ⁽¹⁾⁽²⁾⁽³⁾	D	\$0	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					

Explanation of Responses:

- Amount of securities beneficially owned in the reported transaction includes issued and outstanding shares of common stock (the "Common Stock") of Sharps Compliance Corp. (the "Company") and issued and outstanding unvested restricted stock awards granted under the Sharps Compliance Corp. 2010 Stock Plan, as amended.
- On July 12, 2022, the Company entered into that certain Agreement and Plan of Merger (the "Merger Agreement"), by and among the Company, Raven Buyer, Inc., a Delaware corporation ("Parent"), and Raven Houston Merger Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of Raven Buyer, Inc. ("Purchaser"), pursuant to which, on July 25, 2022, Purchaser commenced a cash tender offer (the "Offer") to acquire all of the issued and outstanding shares of the Common Stock for a purchase price of \$8.75 per share, net to the holders thereof in cash, without interest and subject to any required tax withholding.
- Due to a 1000 character limit, Footnote 3 is a continuation of Footnote 2. On August 22, 2022, Purchaser accepted all shares tendered in the Offer. On August 23, 2022, Purchaser merged with and into the Company (the "Merger") and the Company ceased to be a public company. Pursuant to the Merger Agreement, each share of Common Stock (including each restricted stock award, whether or not vested), that was outstanding immediately prior to the consummation of the Merger was automatically cancelled and, in exchange therefor, the holder is entitled to receive \$8.75 per share, net to the holders thereof in cash, without interest and subject to any required tax withholding.

Remarks:

Diana Diaz, on behalf of 08/23/2022
Reporting Person

** 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.