

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Mulloy William Patrick II</u>  (Last) (First) (Middle) 9220 KIRBY DR., SUITE 500  (Street) HOUSTON TX 77054  (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  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO and President</u>
	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
Restricted Stock Award	04/01/2022		A		20,000 <sup>(1)</sup>	A	\$0	38,980 <sup>(2)</sup>	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					
Sharps Compliance 2010 Stock Plan Options	\$5.74	04/01/2022		A		20,000		06/30/2022 <sup>(3)</sup>	03/31/2029	Common Stock	\$5.74	20,000	D	

**Explanation of Responses:**

- Grant of restricted shares for the Company's common stock issued under the 2010 Sharps Compliance Stock Plan, as amended, per Mr. Mulloy's Employment Letter Agreement dated April 1, 2022 which includes this Sign-On Restricted Stock Award in connection with Mr. Mulloy's appointment as CEO and President. The restricted shares are subject to the terms and conditions of the underlying Restricted Stock Award Agreement and vest over four (4) years in substantially equal quarterly installments on the last day of each of the Company's fiscal quarters that ends after April 1, 2022.
- Amount of securities beneficially owned following the reported transaction includes Common Stock an Restricted Stock Awards
- Grant of options to purchase shares of the Company's common stock under the 2010 Sharps Compliance Stock Plan, as amended, per Mr. Mulloy's Employment Letter Agreement dated April 1, 2022 which includes this Sign-On Stock Option Award in connection with Mr. Mulloy's appointment as CEO and President. The options are subject to the terms and conditions of the underlying Stock Option Award Agreement and vest over four (4) years in substantially equal quarterly installments on the last day of each of the Company's fiscal quarters that ends after April 1, 2022.

**Remarks:**

Diana Diaz on behalf of the Reporting Person 04/05/2022

\*\* 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.

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