

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
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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>Raven Houston Merger Sub, Inc.</u> (Last) (First) (Middle) 11611 SAN VICENTE BLVD, SUITE 800 (Street) LOS ANGELES CA 90049 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/22/2022	3. Issuer Name and Ticker or Trading Symbol <u>SHARPS COMPLIANCE CORP [SMED]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 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) Form filed by One Reporting Person <input checked="" 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)
Common Stock, par value \$0.01 per share	16,951,290 ⁽¹⁾⁽²⁾	I ⁽³⁾⁽⁴⁾	See footnote

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			

1. Name and Address of Reporting Person*
Raven Houston Merger Sub, Inc.
 (Last) (First) (Middle)
 11611 SAN VICENTE BLVD, SUITE 800
 (Street)
 LOS ANGELES CA 90049
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Raven Buyer, Inc.
 (Last) (First) (Middle)
 11611 SAN VICENTE BLVD, SUITE 800
 (Street)
 LOS ANGELES CA 90049
 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[AURORA EQUITY PARTNERS VI L.P.](#)

(Last) (First) (Middle)
11611 SAN VICENTE BLVD, SUITE 800

(Street)
LOS ANGELES CA 90049

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[AURORA EQUITY PARTNERS VI-A L.P.](#)

(Last) (First) (Middle)
11611 SAN VICENTE BLVD, SUITE 800

(Street)
LOS ANGELES CA 90049

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[AURORA ASSOCIATES VI L.P.](#)

(Last) (First) (Middle)
11611 SAN VICENTE BLVD, SUITE 800

(Street)
LOS ANGELES CA 90049

(City) (State) (Zip)

Explanation of Responses:

1. Pursuant to the terms of the Agreement and Plan of Merger, dated as of July 12, 2022, as amended (the "Merger Agreement"), by and among, Raven Buyer, Inc., a Delaware corporation ("Raven Buyer"), Raven Houston Merger Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of Raven Buyer ("Merger Sub"), and Sharps Compliance Corp., a Delaware corporation (the "Company"), Merger Sub conducted a tender offer (the "Offer") for all issued and outstanding shares of common stock, par value \$0.01 per share ("Common Stock") of the Company, at a price of \$8.75 per share, in cash, without interest and less any applicable withholding taxes. The tender offer expired at one minute after 11:59 pm New York City time on August 19, 2022, at which time 16,951,290 shares of Common Stock were validly tendered and not validly withdrawn. On August 22, 2022, Merger Sub accepted for payment all shares validly tendered and not withdrawn in the Offer.

2. Pursuant to the Merger Agreement, Merger Sub merged with and into the Company on August 23, 2022. The Reporting Persons did not receive any shares of Common Stock in such merger.

3. Merger Sub is the direct beneficial owner of these shares of Common Stock of the Company. Merger Sub is wholly-owned by Raven Buyer, which is wholly-owned by Raven Parent, Inc., a Delaware corporation, which in turn is controlled by Aurora Equity Partners VI L.P., a Delaware limited partnership, Aurora Equity Partners VI-A L.P., a Delaware limited partnership, and Aurora Associates VI L.P., a Delaware limited partnership (Aurora Equity Partners VI L.P., Aurora Equity Partners VI-A L.P. and Aurora Associates VI L.P. are collectively referred to as the "Aurora Funds"). The Aurora Funds are managed by Aurora Capital Partners VI L.P., as general partner ("ACP VI"), which in turn is managed by Aurora Capital Partners UGP LLC, as general partner ("ACP UGP"). Because of the relationship among Merger Sub, Raven Buyer, the Aurora Funds, ACP VI and ACP UGP, each of the reporting persons may be deemed to beneficially own the shares of Common Stock owned by Merger Sub.

4. Each of the reporting persons disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities and Exchange Act of 1934, as amended, except to the extent of their pecuniary interest therein, if any.

[Raven Houston Merger Sub, Inc.; By: /s/ Angela Klappa, CEO and President](#) [09/01/2022](#)

[Raven Buyer, Inc. By: /s/ Angela Klappa, CEO and President](#) [09/01/2022](#)

[Aurora Equity Partners VI L.P. By: Aurora Capital Partners VI L.P., its General Partner By: Aurora Capital Partners UGP LLC, its General Partner By: /s/ Robert K. West, CFO](#) [09/01/2022](#)

[Aurora Equity Partners VI-A L.P. By: Aurora Capital Partners VI L.P., its](#) [09/01/2022](#)

