

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>FLEMING US DISCOVERY FUND III LP</u> (Last) (First) (Middle) 1221 AVENUE OF THE AMERICAS 40TH FLOOR (Street) NEW YORK NY 10020 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>IMPAX LABORATORIES INC [IPXL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/30/2004	
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			
Common Stock	01/30/2004		P ⁽¹⁾		1,500,000	A	(1)	5,383,842	I ⁽²⁾	See footnotes ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾
Common Stock	02/19/2004		X		538,556	A	(1)	5,922,398	I ⁽²⁾	See footnotes ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾

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	Amount or Number of Shares				
Series 2 Convertible Preferred Stock	\$5	01/30/2004		C			75,000	(8)	03/31/2005	Common Stock	1,500,000	(7)	0	I ⁽²⁾	See footnotes ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾
Common Stock Warrants (right to buy)	\$7.421	02/19/2004		X			47,602	(8)	05/07/2008	Common Stock	31,444	(1)	0	I ⁽²⁾	See footnotes ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾
Common Stock Warrants (right to buy)	\$4	02/19/2004		X			625,000	(8)	03/31/2004	Common Stock	507,112	(1)	0	I ⁽²⁾	See footnotes ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾

1. Name and Address of Reporting Person*
FLEMING US DISCOVERY FUND III LP
 (Last) (First) (Middle)
 1221 AVENUE OF THE AMERICAS
 40TH FLOOR
 (Street)
 NEW YORK NY 10020
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
FLEMING US DISCOVERY OFFSHORE FUND III LP
 (Last) (First) (Middle)
 1221 AVENUE OF THE AMERICAS
 40TH FLOOR
 (Street)
 NEW YORK NY 10020
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
[FLEMING US DISCOVERY PARTNERS LP](#)

(Last) (First) (Middle)

C/O JP MORGAN PARTNERS
1221 AVENUE OF THE AMERICAS

(Street)

NEW YORK NY 10020

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[FLEMING US DISCOVERY LLC](#)

(Last) (First) (Middle)

1221 AVE OF THE AMERICAS 40TH FL
C/O JP MORGAN PARTNERS

(Street)

NEW YORK NY 10020

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[JPMP CAPITAL CORP](#)

(Last) (First) (Middle)

C/O JPMORGAN PARTNERS
1221 AVENUE OF THE AMERICAS 40TH FL.

(Street)

NEW YORK NY 10020

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[J P MORGAN CHASE & CO](#)

(Last) (First) (Middle)

270 PARK AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

Explanation of Responses:

1. (a) Fleming US Discovery Fund III, L.P. ("US Fund") made a cashless exercise of a warrant to purchase 41,011 shares of the Issuer's common stock, \$.01 par value per share ("Common Stock"), at an initial exercise price of \$7.421 per share (subject to adjustment) and a warrant to purchase 538,662 shares of Common Stock at an initial exercise price of \$4.00 per share, and (b) Fleming US Discovery Offshore Fund III, L.P. ("Offshore Fund") made a cashless exercise of a warrant to purchase 6,591 shares of Common Stock, at an initial exercise price of \$7.421 per share (subject to adjustment) and a warrant to purchase 86,338 shares of Common Stock at an initial exercise price of \$4.00 per share.

2. The amounts shown represent the direct beneficial ownership of the Issuer's equity securities by the US Fund and the Offshore Fund. In addition, the other reporting owners on this Form 4 have an indirect beneficial ownership interest (which is described in footnotes 3, 4, 5 and 6 below). The US Fund, as the Designated Reporter, is executing this report on behalf of all reporting owners, each of whom has authorized it to do so. Each of such persons disclaims beneficial ownership of the securities to the extent it exceeds such person's pecuniary interest therein.

3. The amounts shown in Table I and Table II represent the beneficial ownership of the Issuer's equity securities by the US Fund and the Offshore Fund, a portion of which may be deemed attributable to Fleming US Discovery Partners, L.P. ("Discovery Partners") because Discovery Partners is the general partner of the US Fund and the Offshore Fund. The actual pro rata portion of such beneficial ownership that may be deemed attributable to Discovery Partners is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within the US Fund and the Offshore Fund.

4. The amounts shown in Table I and Table II represent the beneficial ownership of the Issuer's equity securities by the US Fund and the Offshore Fund, a portion of which may be deemed attributable to Fleming US Discovery, LLC ("Discovery, LLC") because Discovery, LLC is the general partner of Discovery Partners. Discovery Partners is the general partner of the US Fund and the Offshore Fund. The actual pro rata portion of such beneficial ownership that may be deemed attributable to Discovery, LLC is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within Discovery Partners, the US Fund and the Offshore Fund.

5. The amounts shown in Table I and Table II represent the beneficial ownership of the Issuer's equity securities by the US Fund and the Offshore Fund, a portion of which may be deemed attributable to JPMP Capital Corp. because JPMP Capital Corp. is the controlling member of Discovery, LLC. Discovery, LLC is the general partner of Discovery Partners. Discovery Partners is the general partner of the US Fund and the Offshore Fund. The actual pro rata portion of such beneficial ownership that may be deemed attributable to JPMP Capital Corp. is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within Discovery, LLC, Discovery Partners, the US Fund and the Offshore Fund. Designees of JPMP Capital Corp. on the Board of Managers of Discovery, LLC have voting and dispositive power over the securities shown in Table I and Table II, but no pecuniary interest.

6. The amounts shown in Table I and Table II represent the beneficial ownership of the Issuer's equity securities by the US Fund and the Offshore Fund, a portion of which may be deemed attributable to J.P. Morgan Chase & Co. because J.P. Morgan Chase & Co. is the sole stockholder of JPMP Capital Corp. JPMP Capital Corp. is the controlling member of Discovery, LLC. Discovery, LLC is the general partner of Discovery Partners. Discovery Partners is the general partner of the US Fund and the Offshore Fund. The actual pro rata portion of such beneficial ownership that may be deemed attributable to J.P. Morgan Chase & Co. is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within Discovery, LLC, Discovery Partners, the US Fund and the Offshore Fund.

7. The US Fund converted 64,637 shares of Series 2 Convertible Preferred Stock, at a conversion price of \$5.00 per share, resulting in its acquisition of 1,292,740 shares of Common Stock and the Offshore Fund converted 10,363 shares of Series 2 Convertible Preferred Stock, at a conversion price of \$5.00 per share, resulting in its acquisition of 207,260 shares of Common Stock.

8. Exercisable immediately.

[Fleming US Discovery Fund III, L.P., By Fleming US Discovery Partners, L.P., its general partner, By Fleming US Discovery, LLC, its general partner, By Richard D. Waters, Jr., Manager](#) 02/24/2004

[Fleming US Discovery Offshore Fund III, L.P., By Fleming US](#) 02/24/2004

<u>Discovery Partners, L.P., its general partner, By Fleming US Discovery, LLC, its general partner, By Richard D. Waters, Jr., Manager</u>	
<u>Fleming US Discovery Partners, L.P., By Fleming US Discovery, LLC, its general partner, By Richard D. Waters, Jr., Manager</u>	<u>02/24/2004</u>
<u>Fleming US Discovery, LLC, By Richard D. Waters, Jr., Manager</u>	<u>02/24/2004</u>
<u>JPMP Capital Corp., By Richard D. Waters, Jr., Managing Director</u>	<u>02/24/2004</u>
<u>J.P. Morgan Chase & Co., By Anthony J. Horan, Corporate Secretary.</u>	<u>02/23/2004</u>
** 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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