

Pacira Pharmaceuticals, Inc.  
Form S-8  
June 07, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**PACIRA PHARMACEUTICALS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**51-0619477**  
(I.R.S. Employer Identification No.)

**5 Sylvan Way, Suite 100**  
**Parsippany, New Jersey 07054**

**(973) 254-3560**

(Address of Principal Executive Offices) (Zip Code)

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**Amended and Restated 2011 Stock Incentive Plan**

(Full title of the plan)

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**David M. Stack**

**President and Chief Executive Officer**

**5 Sylvan Way, Suite 125**

**Parsippany, New Jersey 07054**

(Name and address of agent for service)

**(973) 254-3560**

(Telephone number, including area code, of agent for service)

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**Copies to:**

**Joseph K. Wyatt**

Wilmer Cutler Pickering Hale and Dorr LLP

950 Page Mill Road

Palo Alto, California 94304

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b2 of the Exchange Act.

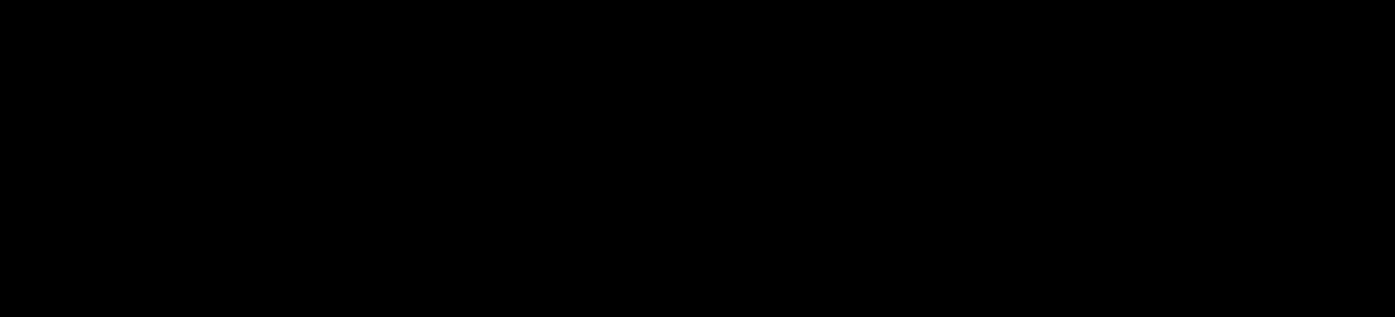
Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

| <b>Title of Securities to be Registered</b>                                       | <b>Amount to be Registered(1)</b> | <b>Proposed Maximum Offering Price Per Share</b> | <b>Proposed Maximum Aggregate Offering Price</b> | <b>Amount of Registration Fee</b> |
|---|-----------------------------------|--|--|-----------------------------------|
|  |                                   |  |  |                                   |

**STATEMENT OF INCORPORATION BY REFERENCE**

This registration statement on Form S-8 is being filed to register an additional 2,657,880 shares of Common Stock, \$0.001 par value per share, of Pacira Pharmaceuticals, Inc. (the Registrant) issuable under the Amended and Restated 2011 Stock Incentive Plan (the Plan). Pursuant to General Instruction E to Form S-8, except for Item 5 Interests of Named Experts and Counsel and Item 8 Exhibits, this registration statement incorporates by reference the contents of the registration statement on Form S-8, File No. 333-175101, filed by the Registrant on June 23, 2011 relating to the Registrant's 2007 Stock Option/Stock Issuance Plan and the Registrant's 2011 Stock Incentive Plan.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 5. Interests of Named Experts and Counsel.**

Wilmer Cutler Pickering Hale and Dorr LLP ( WilmerHale ) has opined as to the legality of the securities being offered by this registration statement.

**Item 8. Exhibits.**

The Index to Exhibits immediately preceding the exhibits is incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Parsippany, State of New Jersey, on this 7th day of June, 2012.

PACIRA PHARMACEUTICALS, INC.

By:

/s/ David Stack  
David Stack  
President and Chief Executive Officer

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Pacira Pharmaceuticals, Inc., hereby severally constitute and appoint David Stack and James Scibetta, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Pacira Pharmaceuticals, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature          | Title   | Date         |
|--------------------|---|--------------|
| /s/ David Stack    | Director, President and Chief Executive Officer | June 7, 2012 |
| David Stack        | (Principal Executive Officer)                   |              |
| /s/ James Scibetta | Chief Financial Officer (Principal Financial    | June 7, 2012 |
| James Scibetta     | Officer)  |              |
| /s/ Lauren Riker   | Executive Director, Accounting and Reporting    | June 7, 2012 |
| Lauren Riker       | (Principal Accounting Officer)                  |              |
| /s/ Fred Middleton | Director  | June 7, 2012 |
| Fred Middleton     |   |              |
| /s/ Luke Evnin     | Director  | June 7, 2012 |
| Luke Evnin         |   |              |

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|                      |          |              |
|----------------------|----------|--------------|
|                      |          |              |
| /s/ Laura Brege      | Director | June 7, 2012 |
| Laura Brege          |          |              |
|                      |          |              |
| /s/ John Longenecker | Director | June 7, 2012 |
| John Longenecker     |          |              |
|                      |          |              |
| /s/ Gary Pace        | Director | June 7, 2012 |
| Gary Pace            |          |              |
|                      |          |              |
| /s/ Andreas Wicki    | Director | June 7, 2012 |
| Andreas Wicki        |          |              |
|                      |          |              |
| /s/ Paul Hastings    | Director | June 7, 2012 |
| Paul Hastings        |          |              |

**INDEX TO EXHIBITS**

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 4.1*          | Amended and Restated Certificate of Incorporation of the Registrant             |
| 4.2*          | Amended and Restated Bylaws of the Registrant                                   |
| 5.1           | Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant |
| 23.1          | Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)  |
| 23.2          | Consent of J.H. Cohn LLP  |
| 24.1          | Powers of Attorney (included on signature page)                                 |
| 99.1**        | Amended and Restated 2011 Stock Incentive Plan                                  |

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\* Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Current Report on Form 8-K on February 11, 2011 and incorporated herein by reference.

\*\* Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Current Report on Form 8-K on June 7, 2012 and incorporated herein by reference.

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