

ACURA PHARMACEUTICALS, INC
 Form 4
 June 06, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 CARE CAPITAL II LLC

2. Issuer Name and Ticker or Trading Symbol
 ACURA PHARMACEUTICALS, INC [ACUR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 47 HULFISH STREET, SUITE 310
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/04/2013

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ Other (specify below)

PRINCETON, NJ 08542

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 06/04/2013 | | S | | 50,000 (1) | D | \$ 2.21 (2) | 5,522,114 | I | See Footnote (3) |
| Common Stock | 06/05/2013 | | S | | 45,000 (4) | D | \$ 2.2 (5) | 5,477,114 | I | See Footnote (6) |
| Common Stock | 06/06/2013 | | S | | 70,000 (7) | D | \$ 2.13 (8) | 5,407,114 | I | See Footnote (9) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CARE CAPITAL II LLC 47 HULFISH STREET SUITE 310 PRINCETON, NJ 08542 | | X | | |
| CARE CAPITAL INVESTMENTS II LP 47 HULFISH STREET SUITE 310 PRINCETON, NJ 08542 | | X | | |
| Care Capital Offshore Investments II LP 47 HULFISH STREET SUITE 310 PRINCETON, NJ 08542 | | X | | |

Signatures

| | |
|--|------------|
| Care Capital LLC /s/ David R. Ramsay | 06/06/2013 |
| **Signature of Reporting Person | Date |
| Care Capital Investments II, LP, By: Care Capital II, LLC, Its General Partner /s/ David R. Ramsay | 06/06/2013 |
| **Signature of Reporting Person | Date |
| | 06/06/2013 |

Care Capital Offshore Investments II, LP, By: Care Capital II, LLC, Its General Partner /s/
David R. Ramsay

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The shares were sold as follows: 46,790 by Care Capital Investments II, LP and 3,210 by Care Capital Offshore Investments II, L.P.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.24 to \$2.18, inclusive. The reporting person undertakes to provide to Acura Pharmaceuticals, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (5) and (8) to this Form 4.

(3) Consists of 5,167,604 shares held by Care Capital Investments II, LP and 354,510 shares held by Care Capital Offshore Investments II, L.P. Care Capital II, LLC is the general partner of Care Capital Investments II, LP and Care Capital Offshore Investments II, LP and as a result, Care Capital II, LLC has the ultimate power to vote or direct the vote and to dispose or direct the disposition of such shares. Care Capital II, LLC is managed by three or more members and accordingly none of the managing members is deemed to have voting or dispositive control over the securities.

(4) The shares were sold as follows: 42,111 by Care Capital Investments II, LP and 2,889 by Care Capital Offshore Investments II, L.P.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.26 to \$2.18, inclusive.

Consists of 5,125,493 shares held by Care Capital Investments II, LP and 351,621 held by Care Capital Offshore Investments II, L.P.

(6) Care Capital II, LLC is the general partner of Care Capital Investments II, LP and Care Capital Offshore Investments II, LP and as a result, Care Capital II, LLC has the ultimate power to vote or direct the vote and to dispose or direct the disposition of such shares. Care Capital II, LLC is managed by three or more members and accordingly none of the managing members is deemed to have voting or dispositive control over the securities.

(7) The shares were sold as follows: 65,506 by Care Capital Investments II, LP and 4,494 by Care Capital Offshore Investments II, L.P.

(8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.20 to \$2.10, inclusive.

Consists of 5,059,987 shares held by Care Capital Investments II, LP and 347,127 shares held by Care Capital Offshore Investments II, L.P.

(9) Care Capital II, LLC is the general partner of Care Capital Investments II, LP and Care Capital Offshore Investments II, LP and as a result, Care Capital II, LLC has the ultimate power to vote or direct the vote and to dispose or direct the disposition of such shares. Care Capital II, LLC is managed by three or more members and accordingly none of the managing members is deemed to have voting or dispositive control over the securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.