#### ACURA PHARMACEUTICALS, INC

Form 4 June 11, 2013

## FORM 4

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

OMB

**OMB APPROVAL** 

Number:

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**SECURITIES** 

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

**CLAUDIUS LLC** 

2. Issuer Name and Ticker or Trading

Symbol

ACURA PHARMACEUTICALS,

INC [ACUR]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

(Last)

(City)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

06/07/2013

Director Officer (give title

X\_\_ 10% Owner \_ Other (specify

C/O GALEN MANAGEMENT. L.L.C., 680 WASHINGTON BLVD.

(Street)

(State)

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

STAMFORD, CT 06901

(City)	(State) (	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. Securit on(A) or Dia (Instr. 3, 4)	sposed	of (D)	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)
Common Stock	06/07/2013		S	11,796 (1)	D	\$ 2.19 (2)	11,794,227	I	See FN (3)
Common Stock	06/10/2013		S	9,700 (4)	D	\$ 2.21 (5)	11,784,527	I	See FN (6)

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

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#### number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date	Title	Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
CLAUDIUS LLC C/O GALEN MANAGEMENT, L.L.C. 680 WASHINGTON BLVD. STAMFORD, CT 06901		X				
GALEN PARTNERS INTERNATIONAL III L P C/O GALEN MANAGEMENT, L.L.C. 680 WASHINGTON BLVD. STAMFORD, CT 06901		X				
GALEN EMPLOYEE FUND III LP C/O GALEN MANAGEMENT L.L.C. 680 WASHINGTON BLVD. STAMFORD, CT 06901		X				
Galen Management, LLC 680 WASHINGTON BLVD. STAMFORD, CT 06901		X				
GALEN PARTNERS III L P C/O GALEN MANAGEMENT, L.L.C. 680 WASHINGTON BLVD. STAMFORD, CT 06901		X				

Reporting Owners 2

# **Signatures**

/s/ David W. Jahns, Member of Claudius, L.L.C. 06/11/2013 \*\*Signature of Reporting Person Date /s/ David W. Jahns, Member of Claudius L.L.C., the General Partner of Galen Partners 06/11/2013 International III, L.P. \*\*Signature of Reporting Person Date /s/ David W. Jahns, Member Galen Management, L.L.C., the General Partner of Galen 06/11/2013 Employee Fund III, L.P. \*\*Signature of Reporting Person Date /s/ David W. Jahns, Member 06/11/2013 \*\*Signature of Reporting Person Date /s/ David W. Jahns, Member of Claudius, L.L.C., the General Partner of Galen Partners III, 06/11/2013 L.P.

### \*\*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: 10,777 by Galen Partners III, L.P. ("Galen III"), 975 by Galen Partners International III, L.P. ("Galen III"), 10,975 by Galen Partners III, L.P. ("Galen III"), 10,975 by Galen III by Gal
- (2) The shares were sold at prices between \$2.18 and \$2.20. The Reporting Entities will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
  - The shares are held as follows: 10,777,744 by Galen III, 972,088 by Galen International and 44,395 by Employee Fund. Claudius, L.L.C. serves as the sole General Partner of Galen III and Galen International and has sole voting and investment control over the shares held by
- such funds and may be deemed to beneficially own the shares held by such funds. Galen Management, L.L.C. serves as the sole General Partner of Employee Fund and has sole voting and investment control over the shares held by Employee Fund and may be deemed to beneficially own the shares held by Employee Fund. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein, except to the extent of its respective pecuniary interest therein.
- (4) The shares were sold as follows: 8,862 by Galen III, 802 by Galen International and 36 by Employee Fund.
- (5) The shares were sold at prices between \$2.20 and \$2.23. The Reporting Entities will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
  - The shares are held as follows: 10,768,882 by Galen III, 971,286 by Galen International and 44,359 by Employee Fund. Claudius, L.L.C. serves as the sole General Partner of Galen III and Galen International and has sole voting and investment control over the shares held by
- such funds and may be deemed to beneficially own the shares held by such funds. Galen Management, L.L.C. serves as the sole General Partner of Employee Fund and has sole voting and investment control over the shares held by Employee Fund and may be deemed to beneficially own the shares held by Employee Fund. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein, except to the extent of its respective pecuniary interest therein.

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.

Signatures 3