

Pacira Pharmaceuticals, Inc.
Form 4
February 10, 2011

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MIDDLETON FRED A

(Last) (First) (Middle)

**C/O SANDERLING
VENTURES, 400 SOUTH EL
CAMINO REAL, SUITE 1200**

(Street)

SAN MATEO, CA 94402

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Pacira Pharmaceuticals, Inc. [PCRX]

3. Date of Earliest Transaction
(Month/Day/Year)
02/08/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

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	02/08/2011		C		736,583	A <u>\$</u>	736,583	I	See Footnote (1)
Common Stock	02/08/2011		C		14,877	A <u>\$</u>	14,877	I	See Footnote (2)
Common Stock	02/08/2011		C		24,871	A <u>\$</u>	24,871	I	See Footnote (3)
Common	02/08/2011		C		29,634	A <u>\$</u>	29,634	I	See

Edgar Filing: Pacira Pharmaceuticals, Inc. - Form 4

Stock								Footnote <u>(4)</u>
Common Stock	02/08/2011	C	681,715	A	<u>(5)</u>	681,715	I	See Footnote <u>(6)</u>
Common Stock	02/08/2011	C	344,355	A	<u>(7)</u>	344,355	I	See Footnote <u>(1)</u>
Common Stock	02/08/2011	C	12,058	A	<u>(7)</u>	12,058	I	See Footnote <u>(3)</u>
Common Stock	02/08/2011	C	14,366	A	<u>(7)</u>	14,366	I	See Footnote <u>(4)</u>
Common Stock	02/08/2011	C	341,788	A	<u>(7)</u>	341,788	I	See Footnote <u>(6)</u>
Common Stock	02/08/2011	C	129,445	A	<u>(8)</u>	129,445	I	See Footnote <u>(1)</u>
Common Stock	02/08/2011	C	4,533	A	<u>(8)</u>	4,533	I	See Footnote <u>(3)</u>
Common Stock	02/08/2011	C	5,400	A	<u>(8)</u>	5,400	I	See Footnote <u>(4)</u>
Common Stock	02/08/2011	C	128,479	A	<u>(8)</u>	128,479	I	See Footnote <u>(6)</u>
Common Stock	02/08/2011	P	46,379	A	\$ 7	46,379	I	See Footnote <u>(1)</u>
Common Stock	02/08/2011	P	27,931	A	\$ 7	27,931	I	See Footnote <u>(2)</u>
Common Stock	02/08/2011	P	4,297	A	\$ 7	4,297	I	See Footnote <u>(3)</u>
Common Stock	02/08/2011	P	5,119	A	\$ 7	5,119	I	See Footnote <u>(4)</u>
Common Stock	02/08/2011	P	184,131	A	\$ 7	184,131	I	See Footnote <u>(6)</u>

Edgar Filing: Pacira Pharmaceuticals, Inc. - Form 4

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.

SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series A Convertible Preferred Stock	(5)	02/08/2011		C	736,583	(5) (5)	Common Stock 736,583
Series A Convertible Preferred Stock	(5)	02/08/2011		C	14,877	(5) (5)	Common Stock 14,877
Series A Convertible Preferred Stock	(5)	02/08/2011		C	24,871	(5) (5)	Common Stock 24,871
Series A Convertible Preferred Stock	(5)	02/08/2011		C	29,634	(5) (5)	Common Stock 29,634
Series A Convertible Preferred Stock	(5)	02/08/2011		C	681,715	(5) (5)	Common Stock 681,715
Convertible Promissory Notes	(7)	02/08/2011		C	344,355	(7) (7)	Common Stock 344,355
Convertible Promissory Notes	(7)	02/08/2011		C	12,058	(7) (7)	Common Stock 12,058
Convertible Promissory Notes	(7)	02/08/2011		C	14,366	(7) (7)	Common Stock 14,366

Convertible Promissory Notes	<u>(7)</u>	02/08/2011	C	341,788	<u>(7)</u>	<u>(7)</u>	Common Stock	341,788
Convertible Promissory Notes	<u>(8)</u>	02/08/2011	C	129,445	<u>(8)</u>	<u>(8)</u>	Common Stock	129,445
Convertible Promissory Notes	<u>(8)</u>	02/08/2011	C	4,533	<u>(8)</u>	<u>(8)</u>	Common Stock	4,533
Convertible Promissory Notes	<u>(8)</u>	02/08/2011	C	5,400	<u>(8)</u>	<u>(8)</u>	Common Stock	5,400
Convertible Promissory Notes	<u>(8)</u>	02/08/2011	C	128,479	<u>(8)</u>	<u>(8)</u>	Common Stock	128,479

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MIDDLETON FRED A C/O SANDERLING VENTURES 400 SOUTH EL CAMINO REAL, SUITE 1200 SAN MATEO, CA 94402	X			

Signatures

/s/ Fred
Middleton 02/09/2011

__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 securities are held by Sanderling Venture Partners VI, L.P. Mr. Middleton is a managing director of Middleton, McNeil, Mills & Associates VI, LLC, which has the ultimate voting and investment power over shares held of record by Sanderling Venture Partners VI, L.P. Mr. Middleton disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.

(2) The securities are held by Sanderling Ventures Management VI. Mr. Middleton is the owner of Sanderling Ventures Management VI and he may be deemed to have voting and investment power over shares held of record by Sanderling Ventures Management VI. Mr. Middleton disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.

(3) The securities are held by Sanderling VI Beteiligungs GmbH & Co. KG. Mr. Middleton is a managing director of Middleton, McNeil, Mills & Associates VI, LLC, which has the ultimate voting and investment power over shares held of record by Sanderling VI Beteiligungs GmbH & Co. KG, and he may be deemed to have voting and investment power over shares held of record by Sanderling VI Beteiligungs GmbH & Co. KG. Mr. Middleton disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.

(4)

Edgar Filing: Pacira Pharmaceuticals, Inc. - Form 4

The securities are held by Sanderling VI Limited Partnership. Mr. Middleton is a managing director of Middleton, McNeil, Mills & Associates VI, LLC, which has the ultimate voting and investment power over shares held of record by Sanderling VI Limited Partnership, and he may be deemed to have voting and investment power over shares held of record by Sanderling VI Limited Partnership. Mr. Middleton disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.

- (5) The Series A Convertible Preferred Stock had no expiration date and each share of Series A Convertible Preferred Stock was automatically converted into common stock on a 1-for-1 basis upon the consummation of the Issuer's initial public offering.

The securities are held by Sanderling Venture Partners VI Co-Investment Fund. Mr. Middleton is a managing director of Middleton, McNeil, Mills & Associates VI, LLC, which has the ultimate voting and investment power over shares held of record by Sanderling

- (6) Venture Partners VI Co-Investment Fund, and he may be deemed to have voting and investment power over shares held of record by Sanderling Venture Partners VI Co-Investment Fund. Mr. Middleton disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.

- (7) All principal and accrued interest on the Convertible Promissory Notes was automatically converted into shares of Common Stock upon the consummation of the Issuer's initial public offering.

All principal on the Convertible Promissory Notes was automatically converted into shares of Common Stock upon the consummation of

- (8) the Issuer's initial public offering at a conversion price equal to the per share price of the Common Stock sold in the Issuer's initial public offering.

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.