Pacira Pharmaceuticals, Inc.

Form 4 June 25, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

(Print or Type Responses)

1(b).

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

2. Issuer Name and Ticker or Trading Symbol

Pacira Pharmaceuticals, Inc. [PCRX]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last) (First) 3. Date of Earliest Transaction

(Month/Day/Year)

(Check all applicable)

10% Owner Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

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

> (Street) 4. If Amendment, Date Original

06/21/2013

(Middle)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

_X__ Director

Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

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•	AIN	IVI A	1 5()	L.A	9441	1/

(City)	(State)	(Zip) Table	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Ac Transaction(A) or Disposed Code (Instr. 3, 4 and 5 (Instr. 8) (A) or Code V Amount (D)		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	06/21/2013		S <u>(1)</u>	28,576	D	\$ 29.22 (2)	2,222	I	See footnote (3) (8)
Common Stock	06/21/2013		S <u>(1)</u>	2,222	D	\$ 28.49 (4)	0	I	See footnote (3) (8)
Common Stock	06/21/2013		S <u>(1)</u>	36,374	D	\$ 29.22 (2)	8,728	I	See footnote (5) (8)
Common	06/21/2013		S(1)	2,828	D	\$	5,900	I	See

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Stock					28.49 (4)			footnote (5) (8)
Common Stock	06/24/2013	S <u>(1)</u>	5,900	D	\$ 28.7 (6)	0	I	See footnote (5) (8)
Common Stock						70,399	D (7) (8)	

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

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> 9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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. Transa Code (Instr.	8)	5. nNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)
				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
DLETON FRED A				

MIDI C/O SANDERLING VENTURES 400 SOUTH EL CAMINO REAL, SUITE 1200 SAN MATEO, CA 94402

X

Signatures

/s/ Fred A. 06/25/2013 Middleton

**Signature of Date

Reporting Person

2 Reporting Owners

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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Sanderling Venture Partners VI, L.P. and Sanderling Venture Partners VI Co-Investment Fund, L.P. and their affiliates on February 4, 2013.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.61 to \$29.60, inclusive. The reporting person undertakes to provide to Pacira Pharmaceuticals, Inc., any security holder of Pacira Pharmaceuticals, Inc., 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 footnote (2) of this Form 4.
- (3) The securities are held directly by Sanderling Venture Partners VI, L.P. The address for Sanderling Venture Partners VI, L.P. is c/o Sanderling Ventures, 400 South El Camino Real, Suite 1200, San Mateo, CA 94402.
 - The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.22 to \$28.60, inclusive. The reporting person undertakes to provide to Pacira Pharmaceuticals, Inc., any security holder of Pacira
- Pharmaceuticals, Inc., 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 footnote (4) of this Form 4.
- (5) The securities are held directly by Sanderling Venture Partners VI Co-Investment Fund, L.P. The address for Sanderling Venture Partners VI Co-Investment Fund, L.P. is c/o Sanderling Ventures, 400 South El Camino Real, Suite 1200, San Mateo, CA 94402.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.45 to \$29.21, inclusive. The reporting person undertakes to provide to Pacira Pharmaceuticals, Inc., any security holder of Pacira Pharmaceuticals, Inc., 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 footnote (4) of this Form 4.
- (7) The securities are held directly by Mr. Middleton.
 - Fred Middleton, a member of the Board of Directors of the Issuer, 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. and
- (8) Sanderling Venture Partners VI Co-Investment Fund, L.P. and he may be deemed to have voting and investment power over shares held of record by Sanderling Venture Partners VI, L.P. and Sanderling Venture Partners VI Co-Investment Fund, L.P. Mr. Middleton disclaims beneficial ownership over the shares held by Sanderling Ventures and its affiliates, except to the extent of his 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.