

Pacira Pharmaceuticals, Inc.
Form 8-K
December 07, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **December 5, 2012**

PACIRA PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-35060
(Commission
File Number)

51-0619477
(IRS Employer
Identification No.)

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5 Sylvan Way, Suite 100, Parsippany, New Jersey
(Address of Principal Executive Offices)

07054
(Zip Code)

Registrant's telephone number, including area code: (973) 254-3560

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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cure period or (iii) the failure to achieve a minimum annual revenue as set forth in the License

Agreement, all on specified notice. PPI-CA may terminate the License Agreement in connection with (i) Aratana's failure to pay any amounts due under the License Agreement, (ii) Aratana's failure to achieve regulatory approval in a particular jurisdiction with respect to such jurisdiction, or (iii) Aratana's failure to achieve its first commercial sale within a certain amount of time on a country by country basis after receiving regulatory approval, all on specified notice. Aratana may terminate the License Agreement (i) upon the entry of a generic competitor for animal health indications on a country by country basis or (ii) at any time on a country by country basis except with respect to the United States and any country in the European Union, all on specified notice. The parties may also terminate the License Agreement by mutual consent. The License Agreement will terminate automatically if PPI-CA terminates the Supply Agreement.

In the event that the License Agreement is terminated, all rights to Licensed Product (on a jurisdiction by jurisdiction basis) will be terminated and returned to PPI-CA.

Unless terminated earlier pursuant to its terms, the License Agreement is effective until December 5, 2027, after which Aratana has the option to extend the agreement for an additional five (5) year term, subject to certain requirements.

Pursuant to the terms of the Aratana Agreements, PPI-CA is the exclusive supplier of all Licensed Product under the License Agreement and PPI-CA and Aratana will form a joint committee to oversee commercialization and development activities. PPI-CA can terminate the Supply Agreement immediately on written notice if (i) Aratana fails to make an undisputed payment or to cure a breach of a material provision of the Supply Agreement after a specified cure period or (ii) PPI-CA effects any changes, modifications or alterations to the manufacturing processes related to the manufacture of the Licensed Product and the parties cannot reach an agreement to continue to supply bulk product to Aratana or (iii) PPI-CA or its successor ceases to manufacture EXPAREL.

The Company expects to file each of the License Agreement and the Supply Agreement as an exhibit to its Annual Report on Form 10-K for the year ending December 31, 2012, and intends to seek confidential treatment for certain terms and provisions of each of the License Agreement and the Supply Agreement. The foregoing descriptions are qualified in their entirety by reference to the text of the License Agreement and the Supply Agreement, as applicable, when filed. The Company issued a press release with respect to its entry into the License Agreement and Supply Agreement, which is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

| Exhibit No. | | Description |
|------------------------|---------------------------------------|--------------------|
| 99.1 | Press Release, dated December 6, 2012 | |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 7, 2012

PACIRA PHARMACEUTICALS, INC.

By: /s/ James Scibetta
James Scibetta
Chief Financial Officer

EXHIBIT INDEX

| Exhibit No. | Description |
|------------------------|---------------------------------------|
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