

ACURA PHARMACEUTICALS, INC
 Form 4
 January 04, 2017

FORM 4

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

OMB APPROVAL

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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 *
THANGARAJ IMMANUEL

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2017

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

335 BRYANT STREET

(Street)

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

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

PALO ALTO, CA 94301

(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 Indirect Ownership (Instr. 4)
Common Stock	01/03/2017		M ⁽¹⁾	13,216 A	23,812 ⁽³⁾ ⁽⁴⁾	D	
Common Stock					1,956,396	I ⁽⁵⁾	By Essex Woodlands Health Ventures Fund V, L.P ⁽⁵⁾

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

SEC 1474 (9-02)

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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	
Restricted Stock Units ⁽⁴⁾	<u>(2)</u>	01/03/2017		D		8,810	<u>(6)</u>	<u>(6)</u>	Common Stock	8,810
Restricted Stock Units ⁽⁴⁾	<u>(2)</u>	01/03/2017		M		13,216	<u>(6)</u>	<u>(6)</u>	Common Stock	13,216
Restricted Stock Units	<u>(2)</u>	01/03/2017		A		59,523	<u>(8)</u>	<u>(8)</u>	Common Stock	59,523

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THANGARAJ IMMANUEL 335 BRYANT STREET PALO ALTO, CA 94301		X		

Signatures

/s/ Immanuel
Thangaraj

01/04/2017

 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) Represents exchange of restricted stock units.
- (2) Par value of \$.01 must be paid by Reporting Person (or withheld from cash distributions) upon exchange of Restricted Stock Units for cash or stock
- (3) Does not include Restricted Stock Units.

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- (4) Reflects 1 for 5 Reverse Stock Split effective August 27, 2015.
- (5) The reporting person is a managing director of the general partner of Essex Woodlands Health Ventures Fund V, L.P. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein
25% of Restricted Stock Units vested on March 31, 2016, 25% vested on June 30, 2016; 25% vested on September 30, 2016 and 25% vested on December 31, 2016. Reporting Person elected to exchange 40% (8.810) of Restricted Stock Units for cash (less par value of \$.01 per share). Remaining Restricted Stock Units are being exchanged on a one for one basis for common stock, in each case upon payment of, or deduction of par value.
- (6) Represents closing price of Issuer's common stock on December 30, 2016.
25% of Restricted Stock Units vest on the last day of each of March, June, September and December 2017, subject to immediate vesting in the event of a change of control. Reporting Person may elect to exchange up to 40% of Restricted Stock Units for cash and the remaining Restricted Stock Units will be exchanged on a one for one basis for common stock, in each case upon payment of, or deduction of par value. Distributions in respect of vested Restricted Stock Units will be made on the first business day of January 2018, or earlier upon a change of control.
- (8) remaining Restricted Stock Units will be exchanged on a one for one basis for common stock, in each case upon payment of, or deduction of par value. Distributions in respect of vested Restricted Stock Units will be made on the first business day of January 2018, or earlier upon a change of control.
- (9) N/A

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.