

Sanderling Venture Partners VI Co Investment Fund LP
Form 4
March 11, 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
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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sanderling Venture Partners VI LP

(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)

03/07/2013

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/07/2013		X		17,973	A	\$ 2.69	900,535	D <u>(1)</u> <u>(5)</u>
Common Stock	03/07/2013		X		629	A	\$ 2.69	48,383	D <u>(2)</u> <u>(5)</u>
Common Stock	03/07/2013		X		750	A	\$ 2.69	57,646	D <u>(3)</u> <u>(5)</u>
Common Stock	03/07/2013		X		17,839	A	\$ 2.69	1,353,952	D <u>(4)</u> <u>(5)</u>
Common Stock	03/07/2013		S <u>(6)</u>		1,866	D	\$ 25.92	898,669	D <u>(1)</u> <u>(5)</u>

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Common Stock	03/07/2013	S ⁽⁷⁾	66	D	\$ 25.92	48,317	D ⁽²⁾ ⁽⁵⁾
Common Stock	03/07/2013	S ⁽⁸⁾	78	D	\$ 25.92	57,568	D ⁽³⁾ ⁽⁵⁾
Common Stock	03/07/2013	S ⁽⁹⁾	1,852	D	\$ 25.92	1,352,100	D ⁽⁴⁾ ⁽⁵⁾
Common Stock	03/07/2013	X	20,220	A	\$ 13.44	918,889	D ⁽¹⁾ ⁽⁵⁾
Common Stock	03/07/2013	X	708	A	\$ 13.44	49,025	D ⁽²⁾ ⁽⁵⁾
Common Stock	03/07/2013	X	843	A	\$ 13.44	58,411	D ⁽³⁾ ⁽⁵⁾
Common Stock	03/07/2013	X	20,069	A	\$ 13.44	1,372,169	D ⁽⁴⁾ ⁽⁵⁾
Common Stock	03/07/2013	S ⁽¹⁰⁾	10,485	D	\$ 25.92	908,404	D ⁽¹⁾ ⁽⁵⁾
Common Stock	03/07/2013	S ⁽¹¹⁾	368	D	\$ 25.92	48,657	D ⁽²⁾ ⁽⁵⁾
Common Stock	03/07/2013	S ⁽¹²⁾	438	D	\$ 25.92	57,973	D ⁽³⁾ ⁽⁵⁾
Common Stock	03/07/2013	S ⁽¹³⁾	10,407	D	\$ 25.92	1,361,762	D ⁽⁴⁾ ⁽⁵⁾
Common Stock	03/11/2013	S	348,951	D	\$ 27.86	559,453	D ⁽¹⁾ ⁽⁵⁾

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

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(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

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Common Stock Warrants (right to buy)	\$ 2.69	03/07/2013	X	17,973	01/22/2009	01/21/2014	Common Stock	17,973
Common Stock Warrants (right to buy)	\$ 2.69	03/07/2013	X	629	01/22/2009	01/21/2014	Common Stock	629
Common Stock Warrants (right to buy)	\$ 2.69	03/07/2013	X	750	01/22/2009	01/21/2014	Common Stock	750
Common Stock Warrants (right to buy)	\$ 2.69	03/07/2013	X	17,839	01/22/2009	01/21/2014	Common Stock	17,839
Common Stock Warrants (right to buy)	\$ 13.44	03/07/2013	X	20,220	12/29/2010	12/29/2017	Common Stock	20,220
Common Stock Warrants (right to buy)	\$ 13.44	03/07/2013	X	708	12/29/2010	12/29/2017	Common Stock	708
Common Stock Warrants (right to buy)	\$ 13.44	03/07/2013	X	843	12/29/2010	12/29/2017	Common Stock	843
Common Stock Warrants (right to buy)	\$ 13.44	03/07/2013	X	20,069	12/29/2010	12/29/2017	Common Stock	20,069

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Sanderling Venture Partners VI LP
C/O SANDERLING VENTURES
400 SOUTH EL CAMINO REAL, SUITE 1200
SAN MATEO, CA 94402 X

Sanderling VI Beteiligungs GmbH & Co KG
C/O SANDERLING VENTURES
400 SOUTH EL CAMINO REAL, SUITE 1200
SAN MATEO, CA 94402 X

Sanderling VI Limited Partnership
C/O SANDERLING VENTURES
400 SOUTH EL CAMINO REAL, SUITE 1200
SAN MATEO, CA 94402 X

Sanderling Venture Partners VI Co Investment Fund LP
C/O SANDERLING VENTURES
400 SOUTH EL CAMINO REAL, SUITE 1200
SAN MATEO, CA 94402 X

Signatures

/s/ See Ex. 99.1 03/11/2013

**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 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.

(2) The securities are held by Sanderling VI Beteiligungs GmbH & Co. KG. The address for Sanderling VI Beteiligungs GmbH & Co. KG is c/o Sanderling Ventures, 400 South El Camino Real, Suite 1200, San Mateo, CA 94402.

(3) The securities are held directly by Sanderling VI Limited Partnership. The address for Sanderling VI Limited Partnership is c/o Sanderling Ventures, 400 South El Camino Real, Suite 1200, San Mateo, CA 94402.

(4) 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.

(5) 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., Sanderling VI Beteiligungs GmbH & Co. KG, Sanderling VI Limited Partnership and 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., Sanderling VI Beteiligungs GmbH & Co. KG, Sanderling VI Limited Partnership and Sanderling Venture Partners VI Co-Investment Fund, L.P.

(6) On March 7, 2013, the reporting person exercised a warrant to purchase 17,973 shares of PCRX common stock for \$2.69 per share. The reporting person paid the exercise price on a cashless basis, resulting in PCRX's withholding of 1,866 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 16,107 shares. PCRX also paid \$19.35 to the reporting person in lieu of a fractional share.

(7) On March 7, 2013, the reporting person exercised a warrant to purchase 629 shares of PCRX common stock for \$2.69 per share. The reporting person paid the exercise price on a cashless basis, resulting in PCRX's withholding of 66 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 563 shares. PCRX also paid \$18.71 to the reporting person in lieu of a fractional share.

(8) On March 7, 2013, the reporting person exercised a warrant to purchase 750 shares of PCRX common stock for \$2.69 per share. The reporting person paid the exercise price on a cashless basis, resulting in PCRX's withholding of 78 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 672 shares. PCRX also paid \$4.26 to the reporting person in lieu of a

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fractional share.

- (9) On March 7, 2013, the reporting person exercised a warrant to purchase 17,839 shares of PCRX common stock for \$2.69 per share. The reporting person paid the exercise price on a cashless basis, resulting in PCRX's withholding of 1,852 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 15,987 shares. PCRX also paid \$16.93 to the reporting person in lieu of a fractional share.

- (10) On March 7, 2013, the reporting person exercised a warrant to purchase 20,220 shares of PCRX common stock for \$13.44 per share. The reporting person paid the exercise price on a cashless basis, resulting in PCRX's withholding of 10,485 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 9,735 shares. PCRX also paid \$14.40 to the reporting person in lieu of a fractional share.

- (11) On March 7, 2013, the reporting person exercised a warrant to purchase 708 shares of PCRX common stock for \$13.44 per share. The reporting person paid the exercise price on a cashless basis, resulting in PCRX's withholding of 368 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 340 shares. PCRX also paid \$23.04 to the reporting person in lieu of a fractional share.

- (12) On March 7, 2013, the reporting person exercised a warrant to purchase 843 shares of PCRX common stock for \$13.44 per share. The reporting person paid the exercise price on a cashless basis, resulting in PCRX's withholding of 438 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 405 shares. PCRX also paid \$23.04 to the reporting person in lieu of a fractional share.

- (13) On March 7, 2013, the reporting person exercised a warrant to purchase 20,069 shares of PCRX common stock for \$13.44 per share. The reporting person paid the exercise price on a cashless basis, resulting in PCRX's withholding of 10,407 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 9,662 shares. PCRX also paid \$22.08 to the reporting person in lieu of a fractional share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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