

Pacira Pharmaceuticals, Inc.
Form 3
February 02, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

INITIAL STATEMENT OF 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

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(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â MIDDLETON FRED A
(Last) (First) (Middle)

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

(Street)

SAN MATEO,Â CAÂ 94402

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
02/02/2011

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

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

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock	125,800	I	See Footnote ⁽¹⁾
Common Stock	55,788	I	See Footnote ⁽²⁾
Common Stock	1,995	I	See Footnote ⁽³⁾
Common Stock	2,377	I	See Footnote ⁽⁴⁾

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

SEC 1473 (7-02)

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information contained in this form are not
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	736,583	\$ <u>(5)</u>	I	See Footnote <u>(1)</u>
Series A Convertible Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	14,877	\$ <u>(5)</u>	I	See Footnote <u>(2)</u>
Series A Convertible Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	24,871	\$ <u>(5)</u>	I	See Footnote <u>(3)</u>
Series A Convertible Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	29,634	\$ <u>(5)</u>	I	See Footnote <u>(4)</u>
Series A Convertible Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	681,715	\$ <u>(5)</u>	I	See Footnote <u>(6)</u>
Common Stock Warrant (Right to Buy)	01/22/2009	01/21/2014	Common Stock	17,973	\$ 2.69	I	See Footnote <u>(1)</u>
Common Stock Warrant (Right to Buy)	01/22/2009	01/21/2014	Common Stock	629	\$ 2.69	I	See Footnote <u>(3)</u>
Common Stock Warrant (Right to Buy)	01/22/2009	01/21/2014	Common Stock	749	\$ 2.69	I	See Footnote <u>(4)</u>
Common Stock Warrant (Right to Buy)	01/22/2009	01/21/2014	Common Stock	17,839	\$ 2.69	I	See Footnote <u>(6)</u>
Common Stock Warrant (Right to Buy)	12/29/2010	12/29/2017	Common Stock	20,220	\$ 13.44	I	See Footnote <u>(1)</u>
Common Stock Warrant (Right to Buy)	12/29/2010	12/29/2017	Common Stock	708	\$ 13.44	I	See Footnote <u>(3)</u>
Common Stock Warrant (Right to Buy)	12/29/2010	12/29/2017	Common Stock	843	\$ 13.44	I	See Footnote <u>(4)</u>
Common Stock Warrant (Right to Buy)	12/29/2010	12/29/2017	Common Stock	20,069	\$ 13.44	I	See Footnote <u>(6)</u>
Convertible Promissory Notes	Â <u>(7)</u>	Â <u>(7)</u>	Common Stock	344,355	\$ <u>(7)</u>	I	See Footnote <u>(1)</u>
Convertible Promissory Notes	Â <u>(7)</u>	Â <u>(7)</u>	Common Stock	12,058	\$ <u>(7)</u>	I	See Footnote <u>(3)</u>
Convertible Promissory Notes	Â <u>(7)</u>	Â <u>(7)</u>	Common Stock	14,366	\$ <u>(7)</u>	I	See Footnote <u>(4)</u>
Convertible Promissory Notes	Â <u>(7)</u>	Â <u>(7)</u>	Common Stock	341,788	\$ <u>(7)</u>	I	See Footnote <u>(6)</u>

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Convertible Promissory Notes	Â (8)	Â (8)	Common Stock	129,445	\$ (8)	I	See Footnote (1)
Convertible Promissory Notes	Â (8)	Â (8)	Common Stock	5,400	\$ (8)	I	See Footnote (3)
Convertible Promissory Notes	Â (8)	Â (8)	Common Stock	128,479	\$ (8)	I	See Footnote (6)
Convertible Promissory Notes	Â (8)	Â (8)	Common Stock	4,533	\$ (8)	I	See Footnote (4)
Stock Option (Right to Buy)	Â (9)	09/02/2020	Common Stock	4,649	\$ 1.61	D	Â
Stock Option (Right to Buy)	Â (9)	12/29/2020	Common Stock	1,394	\$ 5.49	D	Â

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	Â X	Â	Â	Â

Signatures

/s/ Fred
Middleton 02/02/2011

__Signature of
Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 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.

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- (5) The Series A Convertible Preferred Stock has no expiration date and each share of Series A Convertible Preferred Stock will automatically convert into one share of Common Stock 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 will automatically convert into shares of Common Stock upon the consummation of the Issuer's initial public offering.

All principal on the Convertible Promissory Notes will automatically convert 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.

- (9) The option vests as to 50% of the option shares upon the first anniversary of Issuer's initial public offering and as to the remaining 50% of the option shares upon the second anniversary of the Issuer's initial public offering. The option shares become exercisable when vested.

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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