

Pacira Pharmaceuticals, Inc.  
Form S-1MEF  
November 15, 2011

As filed with the Securities and Exchange Commission on November 15, 2011

Registration No. 333-

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

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## PACIRA PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**2834**  
(Primary Standard Industrial  
Classification Code Number)

**51-0619477**  
(I.R.S. Employer  
Identification Number)

**5 Sylvan Way, Suite 100**  
**Parsippany, New Jersey 07054**

**(973) 254-3560**

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(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**David M. Stack**  
**President and Chief Executive Officer**  
**5 Sylvan Way, Suite 100**  
**Parsippany, New Jersey 07054**

**(973) 254-3560**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**Copies to:**

**Joseph K. Wyatt, Esq.**  
Wilmer Cutler Pickering Hale and Dorr LLP  
950 Page Mill Road  
Palo Alto, California 94304  
(650) 858-6000

**Marc D. Jaffe Esq.**  
**Gregory P. Rodgers, Esq.**  
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885 Third Avenue  
New York, NY 10022  
(212) 906-1200

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**Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-177776

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

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**CALCULATION OF REGISTRATION FEE**

| <b>Title of each class of securities to be registered</b> | <b>Amount to be registered (1)</b> | <b>Proposed maximum offering price per share (2)</b> | <b>Proposed maximum aggregate offering price (2)</b> | <b>Amount of registration fee</b> |
|---|------------------------------------|--|--|-----------------------------------|
| Common Stock, \$0.001 par value per share                 | 1,150,000 shares                   | \$ 6.50  | \$ 7,475,000   | \$ 857                            |

(1) Includes 150,000 shares which the Underwriters have the option to purchase from the Company to cover over-allotments, if any.

(2) Estimated in accordance with Rule 457(a) of the Securities Act of 1933.

**This Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

**EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This registration statement is being filed with respect to the registration of additional shares of common stock, par value \$0.001 per share, of Pacira Pharmaceuticals, Inc., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the earlier registration statement on Form S-1 (File No. 333-177776) filed by Pacira Pharmaceuticals, Inc., which was declared effective by the Commission on November 15, 2011, are incorporated in this registration statement by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Parsippany, State of New Jersey, on this 15th day of November, 2011.

Pacira Pharmaceuticals, Inc.

By: /s/ David Stack  
David Stack  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature  | Title   | Date              |
|--|---|-------------------|
| /s/ David Stack<br>David Stack   | Director, President and Chief<br>Executive Officer (Principal<br>Executive Officer) | November 15, 2011 |
| /s/ James Scibetta<br>James Scibetta   | Chief Financial Officer (Principal<br>Financial and Accounting Officer)             | November 15, 2011 |
| *<br>Fred Middleton  | Director  | November 15, 2011 |
| *<br>Luke Evnin  | Director  | November 15, 2011 |
| *<br>Laura Brege   | Director  | November 15, 2011 |
| *<br>John Longenecker  | Director  | November 15, 2011 |
| *<br>Gary Pace   | Director  | November 15, 2011 |
| *<br>Andreas Wicki   | Director  | November 15, 2011 |
| *<br>Paul Hastings   | Director  | November 15, 2011 |
| *By: <span style="float: right;">/s/ David Stack</span><br>David Stack<br>Attorney-in-Fact |   |                   |



**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 5.1                | Opinion of Wilmer Cutler Pickering Hale and Dorr LLP                           |
| 23.1               | Consent of Wilmer Cutler Pickering Hale and Dorr LLP (Included in Exhibit 5.1) |
| 23.2               | Consent of J.H. Cohn LLP   |
| 24.1*              | Powers of Attorney   |

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\* Filed as Exhibit 24.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-177776) filed with the Commission on November 7, 2011, as amended, and incorporated in this registration statement by reference.