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	**001-35060**	**51-0619477**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

5 Sylvan Way, Suite 100, Parsippany, New Jersey	**07054**
(Address of Principal Executive Offices)	(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))

Item 1.01 Entry into a Material Definitive Agreement.

Aratana Agreements

On December 5, 2012 Pacira Pharmaceuticals, Inc., a California corporation ("PPI-CA") and wholly owned subsidiary of Pacira Pharmaceuticals, Inc., a Delaware corporation (the "Registrant" and together with PPI-CA, the "Company") entered into an Exclusive License, Development and Commercialization Agreement (the "License Agreement") and related Supply Agreement (the "Supply Agreement" and, together with the License Agreement, the "Aratana Agreements") with Aratana Therapeutics, Inc., a Delaware corporation ("Aratana"). Under the License Agreement, PPI-CA granted Aratana an exclusive (even as to PPI-CA) royalty-bearing license, including the limited right to grant sublicenses, for the development and commercialization of the Company's depobupivacaine liposome injectable suspension product for animal health indications (the "Licensed Product"). Under the agreement, Aratana will develop and seek approval for the use of the Licensed Product in veterinary surgery to manage postsurgical pain, focusing initially on developing the Licensed Product for cats, dogs and other companion animals.

In connection with its entry into the License Agreement, PPI-CA received a one-time payment of $1 million and is eligible to receive up to an additional aggregate $42.5 million upon the achievement of development and commercial milestones.

Once the Licensed Product has been approved by the Food and Drug Administration for sale in the United States, Aratana will pay the Company a tiered double digit royalty on net sales made in the United States. If the Licensed Product is approved by foreign regulatory agencies for sale outside of the United States, Aratana will pay the Company a tiered double digit royalty on such net sales. Royalty rates will be reduced by a certain percentage upon the entry of a generic competitor for animal health indications into a jurisdiction or if Aratana must pay royalties to third parties under certain circumstances.

In addition, Aratana has the option to sublicense the Licensed Product in the United States (solely for animal health indications), subject to PPI-CA's approval. Any proceeds received from a U.S. sublicense will be shared equally in accordance with a predetermined formula, after Aratana has recovered certain development costs. The sublicense is subject to certain financial obligations and royalty payments set forth in the agreement. If Aratana does not meet those obligations, the license granted to Aratana in the United States will terminate and all rights thereunder will revert back to PPI-CA.

Aratana also has the right to grant limited sublicenses of the Licensed Product outside of the United States (solely for animal health indications), subject to PPI-CA's approval. The parties will share equally all proceeds received from such sublicenses outside of the United States in accordance with a predetermined formula, after Aratana has recovered certain development costs associated with development outside the United States.

The License Agreement also contains customary representations and warranties of PPI-CA, as well as indemnification obligations of PPI-CA relating to (i) certain third party infringement claims, (ii) third party claims arising from PPI-CA's negligence or willful misconduct or (iii) PPI-CA's material breach of the License Agreement.

Either party has the right to terminate the License Agreement in connection with (i) an insolvency event involving the other party that is not discharged in a specified period of time, (ii) a material breach of the License Agreement by the other party that remains uncured for a specified 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
99.1	Press Release, dated December 6, 2012

Exhibit 99.1

NEWS RELEASE

FOR IMMEDIATE RELEASE

Pacira Pharmaceuticals, Inc. and Aratana Therapeutics Inc. Enter into Global Licensing Agreement for Development and Commercialization of Bupivacaine Liposome Injectable Suspension for Animal Health Indications

PARSIPPANY, N.J. and KANSAS CITY, Kan., December 6, 2012 — Pacira Pharmaceuticals, Inc. (NASDAQ: PCRX) and Aratana Therapeutics Inc. today announced a global licensing agreement for the development and commercialization of bupivacaine liposome injectable suspension for animal health indications. Under the agreement, Aratana will develop and seek approval for the use of the product in veterinary surgery to manage postsurgical pain, focusing initially on developing the product for cats, dogs and other companion animals.

Bupivacaine liposome injectable suspension is approved for human use in the United States for the management of postsurgical pain and is currently marketed by Pacira under the name EXPAREL®. EXPAREL is a non-opioid local anesthetic, which was approved by the U.S. Food and Drug Administration (FDA) in October 2011 for administration into the surgical site to produce postsurgical analgesia. EXPAREL utilizes DepoFoam ®, a proprietary delivery technology utilized in several Pacira products approved for human use. Veterinary development of the product may address the estimated 33 million surgical procedures performed each year on companion animals in the U.S. (1)

Steven St. Peter, M.D., chief executive officer of Aratana Therapeutics, stated, "Given the rapid and widespread implementation of EXPAREL by surgeons performing human procedures, we are confident that adoption of this innovative product by veterinary surgeons will be equally impressive. The global companion animal health market remains significantly underserved despite the more than 150 million companion animals in the U.S. (2) — many of whom will undergo surgical procedures. We believe this product fits nicely into our growing portfolio of companion animal therapeutics and will be welcomed by veterinarians committed to providing their patients with the best care available."

"The management of postsurgical pain in animal health settings represents a large and growing market for our EXPAREL product," said David Stack, president and chief executive officer of Pacira. "We continue to see EXPAREL adoption in a wide range of surgical settings, the generation of positive Phase 4 data and considerable sales growth during our launch year. We also have recently completed the installation of our expanded manufacturing suite — these milestones all strongly position the program for a strategic partnership. Given the Aratana team's combined decades of veterinary drug development experience, we believe Aratana is the ideal partner for maximizing the product's value in the companion animal health market."

Under the agreement, Aratana made a one-time payment to Pacira of $1 million and will pay additional development and commercial milestones totaling up to $42.5 million. In addition, upon approval of the product by the FDA, Aratana will pay Pacira a double-digit royalty on net sales of the product. Should Aratana sublicense the product to a third party, Aratana and Pacira will share the proceeds by a predetermined formula (after Aratana has recovered certain direct development costs). Pacira will be responsible for all product

manufacturing, and Pacira and Aratana will form a joint committee to oversee commercialization and development activities.

About Pacira

Pacira Pharmaceuticals, Inc. (NASDAQ: PCRX) is an emerging specialty pharmaceutical company focused on the clinical and commercial development of new products that meet the needs of acute care practitioners and their patients. The company's current emphasis is the development of non-opioid products for postsurgical pain control, and its lead product, EXPAREL® (bupivacaine liposome injectable suspension), was commercially launched in the United States in April 2012. EXPAREL and two other products have utilized the Pacira proprietary product delivery technology DepoFoam ®, a unique platform that encapsulates drugs without altering their molecular structure and then releases them over a desired period of time. Additional information about Pacira is available at http://www.pacira.com.

About Aratana Therapeutics

Aratana Therapeutics is a biopharmaceutical company positioned to deliver high quality new medicines that address significant therapeutic needs for cats and dogs (companion animals). Aratana licenses and develops proprietary, patent-protected compounds acquired from human pharmaceutical and biotechnology companies and then maximizes the value of the programs for the animal health market. For more information, please visit www.aratanatherapeutics.com.

Forward Looking Statements

Any statements in this press release about our future expectations, plans and prospects, including statements about our plans to develop and commercialize a bupivacaine liposome injectable suspension product for animal health indications, the size of the market for such a product and the level and rate of adoption for such a product and other statements containing the words "believes," "anticipates," "plans," "expects," and similar expressions, constitute forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including risks relating to: the attainment of all necessary regulatory approvals for the marketing of any product developed under the Aratana license agreement; the success of our sales and manufacturing efforts in support of the commercialization of EXPAREL; the rate and degree of market acceptance of EXPAREL; the size and growth of the potential markets for EXPAREL and our ability to serve those markets; our commercialization and marketing capabilities; and other factors discussed in the "Risk Factors" of our most recent Annual Report on Form 10-K for the fiscal year ended December 31, 2011, our most recent Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, and in other filings that we periodically make with the SEC. In addition, the forward-looking statements included in this press release represent our views as of the date of this press release. We anticipate that subsequent events and developments will cause our views to change. However, while we may elect to update these forward-looking statements at some point in the future, we specifically disclaim any obligation to do so. These forward-looking statements should not be relied upon as representing our views as of any date subsequent to the date of this press release.

(1) Small Animal and Equine Veterinary Surveys Regarding Surgical Procedures and Local Anesthetic Use (2008). Brakke Consulting, Inc., Dallas, TX. Prepared for Pacira Pharmaceuticals, Inc.
(2) American Veterinary Medical Association (2011). www.avma.org

*EXPAREL is a registered trademark of Pacira Pharmaceuticals, Inc.

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