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

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

PACIRA PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

51-0619477
(I.R.S. Employer Identification No.)

**5 Sylvan Way, Suite 100
Parsippany, New Jersey 07054
(973) 254-3560**
(Address of Principal Executive Offices) (Zip Code)

Amended and Restated 2011 Stock Incentive Plan
(Full title of the plan)

David M. Stack
President and Chief Executive Officer
5 Sylvan Way, Suite 125
Parsippany, New Jersey 07054
(Name and address of agent for service)

(973) 254-3560
(Telephone number, including area code, of agent for service)

Copies to:
Joseph K. Wyatt
Wilmer Cutler Pickering Hale and Dorr LLP
950 Page Mill Road
Palo Alto, California 94304

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 12b2 of the Exchange Act.

Large accelerated filer

Accelerated filer

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

Smaller reporting company

CALCULATION OF REGISTRATION FEE

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
<u>/s/ David Stack</u> David Stack	Director, President and Chief Executive Officer (Principal Executive Officer)	June 7, 2012
<u>/s/ James Scibetta</u> James Scibetta	Chief Financial Officer (Principal Financial Officer)	June 7, 2012
<u>/s/ Lauren Riker</u> Lauren Riker	Executive Director, Accounting and Reporting (Principal Accounting Officer)	June 7, 2012
<u>/s/ Fred Middleton</u> Fred Middleton	Director	June 7, 2012
<u>/s/ Luke Evnin</u> Luke Evnin	Director	June 7, 2012
<u>/s/ Laura Brege</u> Laura Brege	Director	June 7, 2012
<u>/s/ John Longenecker</u> John Longenecker	Director	June 7, 2012
<u>/s/ Gary Pace</u> Gary Pace	Director	June 7, 2012
<u>/s/ Andreas Wicki</u> Andreas Wicki	Director	June 7, 2012
<u>/s/ Paul Hastings</u> Paul Hastings	Director	June 7, 2012

INDEX TO EXHIBITS

Number	Description
4.1*	Amended and Restated Certificate of Incorporation of the Registrant
4.2*	Amended and Restated Bylaws of the Registrant
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant
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 (included on signature page)
99.1**	Amended and Restated 2011 Stock Incentive Plan

* Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Current Report on Form 8-K on February 11, 2011 and incorporated herein by reference.

** Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Current Report on Form 8-K on June 7, 2012 and incorporated herein by reference.

WILMERHALE

+1 650 858 6000 (t)
+1 650 858 6100 (f)
wilmerhale.com

June 7, 2012
Pacira Pharmaceuticals, Inc.
5 Sylvan Way, Suite 125
Parsippany, New Jersey 07054

Re: Amended and Restated 2011 Stock Incentive Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 2,657,880 shares of common stock, \$0.001 par value per share (the "Shares"), of Pacira Pharmaceuticals, Inc., a Delaware corporation (the "Company"), issuable under the Company's Amended and Restated 2011 Stock Incentive Plan (the "Plan").

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the State of California, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

Wilmer Cutler Pickering Hale and Dorr LLP, 950 Page Mill Road, Palo Alto, CA 94304

Beijing Berlin Boston Brussels Frankfurt London Los Angeles New York Oxford Palo Alto Waltham Washington

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

WILMER CUTLER PICKERING HALE AND DORR LLP

By: /s/ Joseph K. Wyatt
Joseph K. Wyatt, Partner

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 filed by Pacira Pharmaceuticals, Inc. of our report dated March 27, 2012, on our audits of the consolidated financial statements of Pacira Pharmaceuticals, Inc. and Subsidiaries as of December 31, 2011 and 2010 and for each of the three years in the period ended December 31, 2011, which report is included in the Annual Report on Form 10-K of Pacira Pharmaceuticals, Inc. for the year ended December 31, 2011.

/s/ J.H.COHN LLP

Roseland, New Jersey
June 6, 2012
