

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

June 15, 2015
Date of Report (Date of earliest event reported)

ACURA PHARMACEUTICALS, INC.
(Exact Name of Registrant as Specified in Charter)

State of New York
(State of Other Jurisdiction
of Incorporation)

1-10113
(Commission File Number)

11-0853640
(I.R.S. Employer
Identification Number)

616 N. North Court, Suite 120
Palatine, Illinois 60067
(Address of principal executive offices) (Zip Code)

(847) 705-7709
(Registrant's telephone number, including area code)

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 (17CFR 240.13e- 4(c))
-

Item 1.01 Entry into a Material Definitive Agreement.

On June 15, 2015, Acura Pharmaceuticals, Inc. (“we” or the “Company”) and Bayer Healthcare LLC (“Bayer”) entered into a License and Development Agreement made as of June 5, 2015 (the “Agreement”) to: (i) provide Bayer with an exclusive worldwide license to Acura’s Impede® technology for use in an undisclosed methamphetamine resistant pseudoephedrine-containing product (the “Product”) and (ii) jointly develop the Product utilizing our Impede® technology for the U.S. market. The Agreement also grants Bayer first right to negotiate a license to the Impede® technology for certain other products.

We and Bayer will form a joint development committee to coordinate development of the Product. We will be eligible to receive reimbursement of certain of our development costs, success-based development and regulatory milestones payments, and low mid-single digit royalties on net sales of the Product in countries with patent coverage and a reduced royalty elsewhere.

The term of the Agreement with respect to each country expires when royalties are no longer payable with respect to such country. After expiration of the term Bayer retains a license to sell the Product on a royalty free basis. Either party may terminate the Agreement in its entirety if the other party materially breaches the Agreement, subject to an applicable cure period, or in the event the other party makes an assignment for the benefit of creditors, files a petition in bankruptcy or otherwise seeks relief under applicable bankruptcy laws. Bayer may terminate the Agreement immediately prior to completion of our development obligations or at any time upon six (6) months prior written notice thereafter. We may terminate the Agreement with respect to the U.S. if Bayer ceases or suspends development or commercialization of the Product for a certain period of time.

Item 9.01 Financial Statements and Exhibits

<u>Exhibit Number</u>	<u>Description</u>
------------------------------	---------------------------

99.1	Press Release of the Registrant dated June 16, 2015.
------	--

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 thereunto duly authorized.

ACURA PHARMACEUTICALS, INC.

By: /s/ Peter Clemens
Peter A. Clemens
Senior Vice President & Chief Financial Officer

Date: June 16, 2015

EXHIBIT INDEX

Exhibit Number

Description

99.1	Press Release of the Registrant dated June 16, 2015.
------	--



**Acura Pharmaceuticals Partners
Its Methamphetamine Resistant Impede® Technology**

Palatine, IL (June 16, 2015) – Acura Pharmaceuticals, Inc. (NASDAQ: ACUR), today announced that Acura has entered into a License and Development Agreement with Bayer Healthcare LLC to provide an exclusive worldwide license to Acura's IMPEDE technology for use in an undisclosed methamphetamine-resistant pseudoephedrine-containing product and to jointly develop such product utilizing the IMPEDE technology for the U.S. market. Bayer has the right to negotiate for a worldwide license to the IMPEDE technology for additional products.

In spite of successful industry-wide efforts to curb the diversion of pseudoephedrine containing cold and allergy products to the illegal production of methamphetamine, the issue continues to affect many communities. Methamphetamine is a highly addictive drug and its production can be highly flammable resulting in substantial costs for clean-up, hospitalization and treatment of addiction. Legitimate pseudoephedrine consumers have been faced with an increasing array of purchase requirements, including monthly purchase limitations and, in some cases, requiring a physician's prescription, in an effort to reduce the impact of pseudoephedrine diversion.

Acura's IMPEDE methamphetamine-resistant technology is available in the US in its NEXAFED® immediate-release products. IMPEDE technology has demonstrated significantly reduced yields of methamphetamine compared to traditional formulations in laboratory tests and has been associated with a reduction in methamphetamine laboratories in local markets of up to 90%.

Bob Jones, Acura's President and CEO commented, "We're excited to have a partner that brings highly valued development expertise and is committed to addressing the methamphetamine problem."

About Acura Pharmaceuticals

Acura Pharmaceuticals is a specialty pharmaceutical company engaged in the research, development and commercialization of product candidates intended to address medication abuse and misuse, utilizing its proprietary LIMITX™, AVERSION® and IMPEDE® Technologies. LIMITX contains ingredients that are intended to reduce or limit the rate or extent of opioid release when multiple tablets are ingested. AVERSION contains polymers that cause the drug to gel when dissolved; it also contains compounds that irritate the nasal passages if the product is snorted. IMPEDE is designed to disrupt the processing of pseudoephedrine from tablets into methamphetamine.

Forward-Looking Statements

Certain statements in this press release constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forwarding-looking statements may include, but are not limited to, the meth resistant benefits of our IMPEDE technology, the results of the development efforts of a product using our IMPEDE technology, whether such development efforts will lead to commercial products, whether or when Acura will receive any development milestone or royalty payments under the Agreement, whether or when Bayer will be able to obtain FDA approval of the developed product, whether Bayer will be able to promote the features of our IMPEDE technology, whether the developed product utilizing our IMPEDE technology will disrupt the processing of pseudoephedrine into methamphetamine, and whether competitors will develop and commercialize products using alternative meth-resistant technologies that are more effective than our IMPEDE technology. Such forwarding-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance, or achievements expressed or implied by such forward-looking statements.

Contact:

for Acura Investor Relations

investors@acurapharm.com

847-705-7709

for Acura Media Relations

pr@acurapharm.com

847-705-7709
