

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>CLAUDIUS LLC</u>  (Last) (First) (Middle) <u>C/O GALEN MANAGEMENT, L.L.C.</u> <u>680 WASHINGTON BLVD.</u>  (Street) <u>STAMFORD</u> <u>CT</u> <u>06901</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ACURA PHARMACEUTICALS, INC [</u> <u>ACUR ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>05/30/2013</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/30/2013		S		12,860 <sup>(1)</sup>	D	\$2.256 <sup>(2)</sup>	11,864,175	I	See FN <sup>(3)</sup>
Common Stock	05/31/2013		S		18,699 <sup>(4)</sup>	D	\$2.25 <sup>(5)</sup>	11,845,476	I	See FN <sup>(6)</sup>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>CLAUDIUS LLC</u>  (Last) (First) (Middle) <u>C/O GALEN MANAGEMENT, L.L.C.</u> <u>680 WASHINGTON BLVD.</u>  (Street) <u>STAMFORD</u> <u>CT</u> <u>06901</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>GALEN PARTNERS INTERNATIONAL III L P</u>  (Last) (First) (Middle) <u>C/O GALEN MANAGEMENT, L.L.C.</u> <u>680 WASHINGTON BLVD.</u>  (Street) <u>STAMFORD</u> <u>CT</u> <u>06901</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>GALEN EMPLOYEE FUND III LP</u>  (Last) (First) (Middle)

C/O GALEN MANAGEMENT L.L.C.		
680 WASHINGTON BLVD.		
<hr/>		
(Street)		
STAMFORD	CT	06901
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

Galen Management, LLC

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(Last)

(First)

(Middle)

680 WASHINGTON BLVD.

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(Street)

STAMFORDCT06901

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(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

GALEN PARTNERS III L P

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(Last)

(First)

(Middle)

C/O GALEN MANAGEMENT, L.L.C.

680 WASHINGTON BLVD.

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(Street)

STAMFORDCT06901

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(City)

(State)

(Zip)

**Explanation of Responses:**

1. The shares were sold as follows: 11,749 by Galen Partners III, L.P. ("Galen III"), 1,063 by Galen Partners International III, L.P. ("Galen International") and 48 by Galen Employee Fund III, L.P. ("Employee Fund").

2. The shares were sold at prices between \$2.25 and \$2.27. The Reporting Entities will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

3. The shares are held as follows: 10,841,646 by Galen III, 977,871 by Galen International and 44,658 by Employee Fund. Claudius, L.L.C. serves as the sole General Partner of Galen III and Galen International and has sole voting and investment control over the shares held by such funds and may be deemed to beneficially own the shares held by such funds. Galen Management, L.L.C. serves as the sole General Partner of Employee Fund and has sole voting and investment control over the shares held by Employee Fund and may be deemed to beneficially own the shares held by Employee Fund. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein, except to the extent of its respective pecuniary interest therein.

4. The shares were sold as follows: 17,083 by Galen III, 1,546 by Galen International and 70 by Employee Fund.

5. The shares were sold at prices between \$2.25 and \$2.30. The Reporting Entities will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

6. The shares are held as follows: 10,824,563 by Galen III, 976,325 by Galen International and 44,588 by Employee Fund. Claudius, L.L.C. serves as the sole General Partner of Galen III and Galen International and has sole voting and investment control over the shares held by such funds and may be deemed to beneficially own the shares held by such funds. Galen Management, L.L.C. serves as the sole General Partner of Employee Fund and has sole voting and investment control over the shares held by Employee Fund and may be deemed to beneficially own the shares held by Employee Fund. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein, except to the extent of its respective pecuniary interest therein.

**Remarks:**

/s/ David W. Jahns, Member of Claudius, L.L.C.

06/03/2013

/s/ David W. Jahns, Member of Claudius L.L.C., the General Partner of Galen Partners International III, L.P.

06/03/2013

/s/ David W. Jahns, Member Galen Management, L.L.C., the General Partner of Galen Employee Fund III, L.P.

06/03/2013

/s/ David W. Jahns, Member

06/03/2013

/s/ David W. Jahns, Member of Claudius, L.L.C., the General Partner of Galen Partners III, L.P.

06/03/2013

\*\* Signature of Reporting Person

Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.