

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>05/13/2013</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)  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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	05/13/2013		S		72,450 <sup>(1)</sup>	D	\$2.2092 <sup>(2)</sup>	12,201,481	I	See FN <sup>(3)</sup>
Common Stock	05/14/2013		S		87,399 <sup>(4)</sup>	D	\$2.4397 <sup>(5)</sup>	12,114,082	I	See FN <sup>(6)</sup>
Common Stock	05/15/2013		S		23,585 <sup>(7)</sup>	D	\$2.2729 <sup>(8)</sup>	12,090,497	I	See FN <sup>(9)</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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

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) <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)

(Last)	(First)	(Middle)
C/O GALEN MANAGEMENT L.L.C.		
680 WASHINGTON BLVD.		
(Street)		
STAMFORD	CT	06901
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

Galen Management, LLC

(Last)	(First)	(Middle)
680 WASHINGTON BLVD.		
(Street)		
STAMFORD	CT	06901
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

GALEN PARTNERS III L P

(Last)	(First)	(Middle)
C/O GALEN MANAGEMENT, L.L.C.		
680 WASHINGTON BLVD.		
(Street)		
STAMFORD	CT	06901
(City)	(State)	(Zip)

Explanation of Responses:

1. The shares were sold as follows: 66,187 by Galen Partners III, L.P. ("Galen III"), 5,991 by Galen Partners International III, L.P. ("Galen International") and 272 by Galen Employee Fund III, L.P. ("Employee Fund").
2. The shares were sold at prices between \$2.12 and \$2.295. 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: 11,149,795 by Galen III, 1,005,761 by Galen International and 45,925 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: 79,844 by Galen III, 7,227 by Galen International and 328 by Employee Fund.
5. The shares were sold at prices between \$2.35 and \$2.55. 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: 11,069,951 by Galen III, 998,534 by Galen International and 45,597 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.
7. The shares were sold as follows: 21,546 by Galen III, 1,950 by Galen International and 89 by Employee Fund.
8. The shares were sold at prices between \$2.25 and \$2.32. 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.
9. The shares are held as follows: 11,048,405 by Galen III, 996,584 by Galen International and 45,508 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.05/15/2013

/s/ David W. Jahns, Member of Claudius L.L.C., the General Partner of Galen Partners International III, L.P.05/15/2013

/s/ David W. Jahns, Member Galen Management, L.L.C., the General Partner of Galen Employee Fund III, L.P.05/15/2013

/s/ David W. Jahns, Member /s/ David W. Jahns, Member of Claudius, L.L.C., the General Partner of Galen Partners III, L.P.05/15/2013

\*\* Signature of Reporting PersonDate

