

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

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

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

1. Name and Address of Reporting Person* <u>CARE CAPITAL II LLC</u> (Last) (First) (Middle) <u>47 HULFISH STREET</u> <u>SUITE 310</u> (Street) <u>PRINCETON NJ 08542</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ACURA PHARMACEUTICALS, INC [ACUR]</u>	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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/01/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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	10/01/2012		J ⁽¹⁾		9,961,719	A	\$0	9,961,719	I	See Footnote ⁽²⁾

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			Title	Amount or Number of Shares				
Warrants (right to buy)	\$3.4	10/01/2012		J ⁽¹⁾		780,679	08/20/2007 08/20/2014	Common Stock	780,679	\$0	780,679	I	See Footnote ⁽²⁾

1. Name and Address of Reporting Person* <u>CARE CAPITAL II LLC</u> (Last) (First) (Middle) <u>47 HULFISH STREET</u> <u>SUITE 310</u> (Street) <u>PRINCETON NJ 08542</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>CARE CAPITAL INVESTMENTS II LP</u> (Last) (First) (Middle) <u>47 HULFISH STREET</u> <u>SUITE 310</u> (Street) <u>PRINCETON NJ 08542</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Care Capital Offshore Investments II LP</u> (Last) (First) (Middle) <u>47 HULFISH STREET</u>

SUITE 310

(Street)

PRINCETON

NJ

08542

(City)

(State)

(Zip)

Explanation of Responses:

1. Pro rata distribution from GCE Holdings LLC, of which Care Capital Investments II, LP and Care Capital Offshore Investments II, L.P were non-managing members.
2. Consists of 9,322,186 shares and 730,559 warrants held by Care Capital Investments II, LP and 639,533 shares and 50,120 warrants held by Care Capital Offshore Investments II, L.P. The voting and disposition of the shares held by Care Capital Investments II, L.P. and Care Capital Offshore Investments II, L.P. is determined by the following managing members of their general partner, Care Capital II, LLC, each of whom disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein: Jan Leschly, Argeris N. Karabelas, Ph.D., David R. Ramsay and Richard Markham.

Care Capital Investments II, LP,
By: Care Capital II, LLC, Its
General Partner /s/ David R. 10/03/2012
Ramsay

Care Capital Offshore
Investments II, LP, By: Care
Capital II, LLC, Its General 10/03/2012
Partner /s/ David R. Ramsay

** 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.