

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

August 26, 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 (17CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17CFR 240.13e-4(c))
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Item 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On August 26, 2015, we filed an amendment to our Certificate of Incorporation effecting a 1 for 5 reverse stock split. Commencing August 28, 2015 our common stock will trade on a split adjusted basis. Our stock symbol will not change.

We will inform shareholders of record by letter as to how to exchange their current certificates for new stock certificates and how to obtain payment for fractional shares.

If the total number of shares that a shareholder holds is not evenly divisible by 5, the shareholder will not receive a fractional share, but instead will receive cash in an amount equal to the fraction of a share that the shareholder otherwise would have been entitled to receive, multiplied by the closing price of our common stock, as reported by Nasdaq, on August 27th, 2015. The Certificate of Amendment to the Company's Certificate of Incorporation is attached hereto as Exhibit 3.1.

In addition proportionate adjustments will be made to:

- the per share exercise price and the number of shares of Common Stock that may be purchased upon exercise of outstanding stock options granted by the us and the number of shares of Common Stock reserved for future issuance under the our 2008 Stock Option Plan;
- the per share exercise price and the number of shares of Common Stock that may be purchased upon exercise of outstanding warrants; and
- the number of shares that may be purchased under outstanding Restricted Stock Unit Awards and the number of shares reserved for issuance under our 2014 Restricted Stock Unit Plan.

Item 9.01 Financial Statements and Exhibits

Exhibit Number	Description
3.1	Certificate of Amendment to the Registrant's Certificate of Incorporation

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 A. Clemens
Peter A. Clemens
Senior Vice President & Chief Financial Officer

Date: August 27, 2015

EXHIBIT INDEX

Exhibit Number	Description
3.1	Certificate of Amendment to the Registrant’s Certificate of Incorporation

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF
ACURA PHARMACEUTICALS, INC.

Under Section 805 of the Business Corporation Law

WE, THE UNDERSIGNED, Robert B. Jones and Peter A. Clemens, being respectively the President and the Secretary of Acura Pharmaceuticals, Inc., hereby certify:

1. The name of the Corporation is Acura Pharmaceuticals, Inc. The Corporation was originally incorporated under the name of Halsey Drug Co. Inc.
 2. The Certificate of Incorporation was filed by the Department of State on April 10, 1935 and has been amended at various times by action of the Board of Directors and shareholders of the Corporation.
 3. The purpose of this amendment to Article THIRD of the Certificate of Incorporation, relating to the amount of authorized capital stock of the Corporation, is amended so that (i) every five (5) shares of the Corporation's common stock, par value \$0.01 per share (the "Old Common Stock"), issued and outstanding immediately prior to this Certificate of Amendment to the Certificate of Incorporation of the Corporation becoming effective pursuant to the Business Corporation Law of the State of New York (the "Effective Time"), will be automatically reclassified as and converted into one share of common stock, par value \$0.01 per share. As of the Effective Time there are 59,006,817 shares of Common Stock issued and outstanding, which will be reclassified into 11,801,363 shares of Common Stock, subject to elimination of fractional shares.
 4. Prior to the Effective Time, there were 40,993,183, par value \$.01, unissued shares of Common Stock and after the Effective Time there will be 88,198,637 shares of unissued Common Stock, par value \$.01. The unissued shares of Common Stock are not being reclassified or converted. As a result, the number of unissued shares of Common Stock will increase by 47,205,454, subject to elimination of fractional shares.
 5. Upon this Certificate of Amendment to the Certificate of Incorporation of the Corporation becoming effective pursuant to the Business Corporation Law of the State of New York (the "Effective Time"), every five shares of the Corporation's common stock, par value \$0.01 per share (the "Old Common Stock"), issued and outstanding immediately prior to the Effective Time, will be automatically reclassified as and converted into one share of common stock, par value \$0.01 per share, of the Corporation (the "New Common Stock"). Notwithstanding the immediately preceding sentence, no fractional shares of New Common Stock shall be issued to the holders of record of Old Common Stock in connection with the foregoing reclassification of shares of Old Common Stock. In lieu thereof, the Company shall pay cash for such fractional interests as soon as practicable after the Effective Time on the basis of the closing price of one share of the Company's common stock, as reported by the Nasdaq Capital Market, on August 27, 2015.
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7. Each stock certificate that, immediately prior to the Effective Time, represented shares of Old Common Stock shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of whole shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified (as well as the right to receive cash in lieu of any fractional shares of New Common Stock as set forth above), provided, however, that each holder of record of a certificate that represented shares of Old Common Stock shall receive, upon surrender of such certificate, a new certificate representing the number of whole shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified, as well as any cash in lieu of fractional shares of New Common Stock to which such holder may be entitled pursuant to the immediately preceding paragraph.

8. The reclassification will not affect the authorized capital stock of the corporation. To effect the foregoing, Article THIRD is hereby amended by restating the first two sentences thereof as follows:

THIRD: The Corporation is authorized to issue one class of stock, to be designated, "Common Stock". The total number of shares which the Corporation is authorized to issue is 100,000,000 all of which shares shall be Common Stock, \$0.01 par value (the "Common").

9. The foregoing amendments to the Certificate of Incorporation were authorized by the unanimous written consent of the Board of Directors followed by an affirmative vote of the holders of a majority of the outstanding shares of common stock of the Corporation entitled to vote thereon.

IN WITNESS WHEREOF, Robert B., Jones, in his capacity as President of the Corporation, and Peter A. Clemens, in his capacity as Secretary of the Corporation have signed this certificate on the 25th day of August, 2015, and affirm the statements contained herein as true under penalties of perjury.

/s/ Robert Jones

Robert B. Jones, President

/s/ Peter A. Clemens

Peter A. Clemens, Secretary