

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>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 [</u> <u>ACUR ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>05/17/2013</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	05/17/2013		S		350,000 <sup>(1)</sup>	D	\$2.35 <sup>(2)</sup>	6,240,815	I	See Footnote <sup>(3)</sup>
Common Stock	05/20/2013		S		160,000 <sup>(4)</sup>	D	\$2.39 <sup>(5)</sup>	6,080,815	I	See Footnote <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	(A)	(D)	Date Exercisable	Expiration Date					

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)
47 HULFISH STREET		
SUITE 310		
(Street)		
PRINCETON	NJ	08542
(City)		
(State)		
(Zip)		

Explanation of Responses:

1. The shares were sold as follows: 327,530 by Care Capital Investments II, LP and 22,470 by Care Capital Offshore Investments II, L.P.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.42 to \$2.23, inclusive. The reporting person undertakes to provide to Acura Pharmaceuticals, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) and (5) to this Form 4.
3. Consists of 5,840,171 shares held by Care Capital Investments II, LP and 400,644 shares held by Care Capital Offshore Investments II, L.P. Care Capital II, LLC is the general partner of Care Capital Investments II, LP and Care Capital Offshore Investments II, LP and as a result, Care Capital II, LLC has the ultimate power to vote or direct the vote and to dispose or direct the disposition of such shares. Care Capital II, LLC is managed by three or more members and accordingly none of the managing members is deemed to have voting or dispositive control over the securities.
4. The shares were sold as follows: 149,728 by Care Capital Investments II, LP and 10,272 by Care Capital Offshore Investments II, L.P.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.45 to \$2.35, inclusive.
6. Consists of 5,690,443 shares held by Care Capital Investments II, LP and 390,372 shares held by Care Capital Offshore Investments II, L.P. Care Capital II, LLC is the general partner of Care Capital Investments II, LP and Care Capital Offshore Investments II, LP and as a result, Care Capital II, LLC has the ultimate power to vote or direct the vote and to dispose or direct the disposition of such shares. Care Capital II, LLC is managed by three or more members and accordingly none of the managing members is deemed to have voting or dispositive control over the securities.

[Care Capital LLC /s/ David R. Ramsay.](#) [05/21/2013](#)

[Care Capital Investments II, LP, By: Care Capital II, LLC, Its General Partner /s/ David R. Ramsay.](#) [05/21/2013](#)

[Care Capital Offshore Investments II, LP, By: Care Capital II, LLC, Its General Partner /s/ David R. Ramsay.](#) [05/21/2013](#)

\*\* 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.