

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>	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>01/08/2015</u>	
		4. If Amendment, Date of Original Filed (Month/Day/Year) <u>01/12/2015</u>

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	01/08/2015		S		100,000 ⁽¹⁾	D	\$0.6018 ⁽²⁾	11,154,497	I	See FN ⁽³⁾
Common Stock	01/09/2015		S		36,000 ⁽⁴⁾	D	\$0.651 ⁽⁵⁾	11,118,497	I	See FN ⁽⁶⁾
Common Stock	01/12/2015		S		35,000 ⁽⁷⁾	D	\$0.6416 ⁽⁸⁾	11,083,497	I	See FN ⁽⁹⁾

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>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: 91,356 by Galen Partners III, L.P. ("Galen III"), 8,268 by Galen Partners International III, L.P. ("Galen International") and 376 by Galen Employee Fund III, L.P. ("Employee Fund").
2. The shares were sold at prices between \$0.59 and \$0.621. 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: 10,193,315 by Galen III, 919,192 by Galen International and 41,990 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: 32,888 by Galen III, 2,977 by Galen International and 135 by Employee Fund.
5. The shares were sold at prices between \$0.64 and \$0.66. 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: 10,160,427 by Galen III, 916,215 by Galen International and 41,855 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: 31,974 by Galen III, 2,894 by Galen International and 132 by Employee Fund.
8. The shares were sold at prices between \$0.62 and \$0.67. 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: 10,128,453 by Galen III, 913,321 by Galen International and 41,723 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:

This amendment is being filed to correct the number of shares reported as beneficially owned following the reported transactions.

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

01/26/2015

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

01/26/2015

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

01/26/2015

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

01/26/2015

** 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.

