

Sanderling Venture Partners VI Co Investment Fund LP
 Form 4
 February 10, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Sanderling Venture Partners VI LP

2. Issuer Name and Ticker or Trading Symbol
 Pacira Pharmaceuticals, Inc. [PCRX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/08/2011

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

C/O SANDERLING VENTURES, 400 SOUTH EL CAMINO REAL, SUITE 1200

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN MATEO, CA 94402

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/08/2011		C		736,583	A	(\$)
Common Stock	02/08/2011		C		14,877	A	(\$)
Common Stock	02/08/2011		C		24,871	A	(\$)
Common Stock	02/08/2011		C		29,634	A	(\$)
Common Stock	02/08/2011		C		681,715	A	(\$)

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Common Stock	02/08/2011	C	344,355	A	(7)	344,355	D (1)
Common Stock	02/08/2011	C	12,058	A	(7)	12,058	D (3)
Common Stock	02/08/2011	C	14,366	A	(7)	14,366	D (4)
Common Stock	02/08/2011	C	341,788	A	(7)	341,788	D (6)
Common Stock	02/08/2011	C	129,445	A	(8)	129,445	D (1)
Common Stock	02/08/2011	C	4,533	A	(8)	4,533	D (3)
Common Stock	02/08/2011	C	5,400	A	(8)	5,400	D (4)
Common Stock	02/08/2011	C	128,479	A	(8)	128,479	D (6)
Common Stock	02/08/2011	P	46,379	A	\$ 7	46,379	D (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series A Convertible Preferred Stock	(5)	02/08/2011		C	736,583	(5) (5)	Common Stock 736,583
Series A Convertible Preferred Stock	(5)	02/08/2011		C	14,877	(5) (5)	Common Stock 14,877

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Series A Convertible Preferred Stock	<u>(5)</u>	02/08/2011	C	24,871	<u>(5)</u>	<u>(5)</u>	Common Stock	24,871
Series A Convertible Preferred Stock	<u>(5)</u>	02/08/2011	C	29,634	<u>(5)</u>	<u>(5)</u>	Common Stock	29,634
Series A Convertible Preferred Stock	<u>(5)</u>	02/08/2011	C	681,715	<u>(5)</u>	<u>(5)</u>	Common Stock	681,715
Convertible Promissory Notes	<u>(7)</u>	02/08/2011	C	344,355	<u>(7)</u>	<u>(7)</u>	Common Stock	344,355
Convertible Promissory Notes	<u>(7)</u>	02/08/2011	C	12,058	<u>(7)</u>	<u>(7)</u>	Common Stock	12,058
Convertible Promissory Notes	<u>(7)</u>	02/08/2011	C	14,366	<u>(7)</u>	<u>(7)</u>	Common Stock	14,366
Convertible Promissory Notes	<u>(7)</u>	02/08/2011	C	341,788	<u>(7)</u>	<u>(7)</u>	Common Stock	341,788
Convertible Promissory Notes	<u>(8)</u>	02/08/2011	C	129,445	<u>(8)</u>	<u>(8)</u>	Common Stock	129,445
Convertible Promissory Notes	<u>(8)</u>	02/08/2011	C	4,533	<u>(8)</u>	<u>(8)</u>	Common Stock	4,533
Convertible Promissory Notes	<u>(8)</u>	02/08/2011	C	5,400	<u>(8)</u>	<u>(8)</u>	Common Stock	5,400
Convertible Promissory Notes	<u>(8)</u>	02/08/2011	C	128,479	<u>(8)</u>	<u>(8)</u>	Common Stock	128,479

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sanderling Venture Partners VI LP C/O SANDERLING VENTURES 400 SOUTH EL CAMINO REAL, SUITE 1200		X		

SAN MATEO, CA 94402

Sanderling Ventures Management VI
 C/O SANDERLING VENTURES X
 400 SOUTH EL CAMINO REAL, SUITE 1200
 SAN MATEO, CA 94402

Sanderling VI Beteiligungs GmbH & Co KG
 C/O SANDERLING VENTURES X
 400 SOUTH EL CAMINO REAL, SUITE 1200
 SAN MATEO, CA 94402

Sanderling VI Limited Partnership
 C/O SANDERLING VENTURES X
 400 SOUTH EL CAMINO REAL, SUITE 1200
 SAN MATEO, CA 94402

Sanderling Venture Partners VI Co Investment Fund LP
 C/O SANDERLING VENTURES X
 400 SOUTH EL CAMINO REAL, SUITE 1200
 SAN MATEO, CA 94402

Signatures

/s/ See Ex. 99.1 02/09/2011

 **Signature of
 Reporting Person

 Date

Explanation of Responses:

- * 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).
- (1) The securities are held by Sanderling Venture Partners VI, L.P.
- (2) The securities are held by Sanderling Ventures Management VI.
- (3) The securities are held by Sanderling VI Beteiligungs GmbH & Co. KG.
- (4) The securities are held by Sanderling VI Limited Partnership.
- (5) The Series A Convertible Preferred Stock had no expiration date and each share of Series A Convertible Preferred Stock was automatically converted into common stock on a 1-for-1 basis upon the consummation of the Issuer's initial public offering.
- (6) The securities are held by Sanderling Venture Partners VI Co-Investment Fund.
- (7) All principal and accrued interest on the Convertible Promissory Notes was automatically converted into shares of Common Stock upon the consummation of the Issuer's initial public offering.
 All principal on the Convertible Promissory Notes was automatically converted into shares of Common Stock upon the consummation of
- (8) the Issuer's initial public offering at a conversion price equal to the per share price of the Common Stock sold in the Issuer's initial public offering.

Remarks:

Form 1 of 2

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.