

Sanderling Venture Partners VI Co Investment Fund LP
 Form 3
 February 02, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Sanderling Venture Partners VI LP (Last) (First) (Middle) | | | (Month/Day/Year) 02/02/2011 | | Pacira Pharmaceuticals, Inc. [PCRX] | |
| C/O SANDERLING VENTURES, Â 400 SOUTH EL CAMINO REAL, SUITE 1200 (Street) | | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| SAN MATEO, Â CA Â 94402 (City) (State) (Zip) | | | ___ Director ___X___ 10% Owner ___ Officer ___ Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) ___ Form filed by One Reporting Person ___X___ Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 125,800 | D <u>(1)</u> | Â |
| Common Stock | 55,788 | D <u>(2)</u> | Â |
| Common Stock | 1,995 | D <u>(3)</u> | Â |
| Common Stock | 2,377 | D <u>(4)</u> | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Series A Convertible Preferred Stock | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 736,583 | \$ <u>(5)</u> | D <u>(1)</u> | Â |
| Series A Convertible Preferred Stock | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 14,877 | \$ <u>(5)</u> | D <u>(2)</u> | Â |
| Series A Convertible Preferred Stock | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 24,871 | \$ <u>(5)</u> | D <u>(3)</u> | Â |
| Series A Convertible Preferred Stock | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 29,634 | \$ <u>(5)</u> | D <u>(4)</u> | Â |
| Series A Convertible Preferred Stock | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 681,715 | \$ <u>(5)</u> | D <u>(6)</u> | Â |
| Common Stock Warrant (Right to Buy) | 01/22/2009 | 01/21/2014 | Common Stock | 17,973 | \$ 2.69 | D <u>(1)</u> | Â |
| Common Stock Warrant (Right to Buy) | 01/22/2009 | 01/21/2014 | Common Stock | 629 | \$ 2.69 | D <u>(3)</u> | Â |
| Common Stock Warrant (Right to Buy) | 01/22/2009 | 01/21/2014 | Common Stock | 749 | \$ 2.69 | D <u>(4)</u> | Â |
| Common Stock Warrant (Right to Buy) | 01/22/2009 | 01/21/2014 | Common Stock | 17,839 | \$ 2.69 | D <u>(6)</u> | Â |
| Common Stock Warrant (Right to Buy) | 12/29/2010 | 12/29/2017 | Common Stock | 20,220 | \$ 13.44 | D <u>(1)</u> | Â |
| Common Stock Warrant (Right to Buy) | 12/29/2010 | 12/29/2017 | Common Stock | 708 | \$ 13.44 | D <u>(3)</u> | Â |
| Common Stock Warrant (Right to Buy) | 12/29/2010 | 12/29/2017 | Common Stock | 843 | \$ 13.44 | D <u>(4)</u> | Â |
| Common Stock Warrant (Right to Buy) | 12/29/2010 | 12/29/2017 | Common Stock | 20,069 | \$ 13.44 | D <u>(6)</u> | Â |
| Convertible Promissory Notes | Â <u>(7)</u> | Â <u>(7)</u> | Common Stock | 344,355 | \$ <u>(7)</u> | D <u>(1)</u> | Â |
| Convertible Promissory Notes | Â <u>(7)</u> | Â <u>(7)</u> | Common Stock | 12,058 | \$ <u>(7)</u> | D <u>(3)</u> | Â |
| Convertible Promissory Notes | Â <u>(7)</u> | Â <u>(7)</u> | Common Stock | 14,366 | \$ <u>(7)</u> | D <u>(4)</u> | Â |
| Convertible Promissory Notes | Â <u>(7)</u> | Â <u>(7)</u> | Common Stock | 341,788 | \$ <u>(7)</u> | D <u>(6)</u> | Â |

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| | | | | | | | |
|------------------------------|-------|-------|--------------|---------|--------|-------|---|
| Convertible Promissory Notes | Â (8) | Â (8) | Common Stock | 129,445 | \$ (8) | D (1) | Â |
| Convertible Promissory Notes | Â (8) | Â (8) | Common Stock | 5,400 | \$ (8) | D (3) | Â |
| Convertible Promissory Notes | Â (8) | Â (8) | Common Stock | 128,479 | \$ (8) | D (6) | Â |
| Convertible Promissory Notes | Â (8) | Â (8) | Common Stock | 4,533 | \$ (8) | D (4) | Â |

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 SAN MATEO, CA 94402 | Â | Â X | Â | Â |
| Sanderling Ventures Management VI C/O SANDERLING VENTURES 400 SOUTH EL CAMINO REAL, SUITE 1200 SAN MATEO, CA 94402 | Â | Â X | Â | Â |
| Sanderling VI Beteiligungs GmbH & Co KG C/O SANDERLING VENTURES 400 SOUTH EL CAMINO REAL, SUITE 1200 SAN MATEO, CA 94402 | Â | Â X | Â | Â |
| Sanderling VI Limited Partnership C/O SANDERLING VENTURES 400 SOUTH EL CAMINO REAL, SUITE 1200 SAN MATEO, CA 94402 | Â | Â X | Â | Â |
| Sanderling Venture Partners VI Co Investment Fund LP C/O SANDERLING VENTURES 400 SOUTH EL CAMINO REAL, SUITE 1200 SAN MATEO, CA 94402 | Â | Â X | Â | Â |

Signatures

See Ex . 99.1

02/02/2011

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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.

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- (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 has no expiration date and each share of Series A Convertible Preferred Stock will automatically convert into one share of Common Stock 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 will automatically convert into shares of Common Stock upon the consummation of the Issuer's initial public offering.

All principal on the Convertible Promissory Notes will automatically convert 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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