

KAILIAN VAUGHN M
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 *

Â KAILIAN VAUGHN M

(Last) (First) (Middle)

C/O MPM ASSET
MANAGEMENT,Â 200
CLARENDON STREET, 54TH
FLOOR

(Street)

BOSTON,Â MAÂ 02116

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/02/2011

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ 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

92,980

I

See footnote ⁽¹⁾

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)

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

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Warrant (Right to Buy)	01/22/2009	01/21/2014	Common Stock	37,190	\$ 2.69	I	See footnote <u>(2)</u>
Warrant (Right to Buy)	12/29/2010	12/29/2017	Common Stock	41,840	\$ 13.44	I	See footnote <u>(3)</u>
Series A Convertible Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	1,487,680	\$ <u>(4)</u>	I	See footnote <u>(5)</u>
Convertible Promissory Note	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	712,567	\$ <u>(6)</u>	I	See footnote <u>(7)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAILIAN VAUGHN M C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116	Â	Â X	Â	Â
GADICKE ANSBERT C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116	Â	Â X	Â	Â

Signatures

/s/ Vaughn M.
Kailian

02/01/2011

**Signature of
Reporting Person

Date

/s/ Ansbert
Gadicke

02/01/2011

**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).

The shares are held as follows: 87,144 by MPM BioVentures IV-QP, L.P. ("BV IV QP"), 3,357 by MPM BioVentures IV GmbH & Co. Beteiligungs KG ("BV IV KG") and 2,479 by MPM Asset Management Investors BV4 LLC ("AM BV4"). MPM BioVentures IV GP LLC and MPM BioVentures IV LLC ("BV LLC") are the direct and indirect general partners of BV IV QP and BV IV KG and BV LLC (1) is the manager of AM BV4. Vaughn M. Kailian, Ansbert Gadicke, Luke Evnin, Steven St. Peter, William Greene, James Paul Scopa, Ashley Dombkowski and John Vander Vort are the members of the general partner of BV IV QP, BV IV KG and members of AM BV4. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his, her or its respective pecuniary interest therein.

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- (2) The warrants are held as follows: 34,857 by BV IV QP, 1,342 by BV IV KG and 991 by AM BV4. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his, her or its respective pecuniary interest therein.
- (3) The warrants are held as follows: 39,215 by BV IV QP, 1,510 by BV IV KG and 1,115 by AM BV4. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his, her or its respective pecuniary interest therein.
- Each share of Series A Convertible Preferred Stock has no expiration date, is convertible at any time, in whole or in part, at the election of the holder, and will automatically convert upon the closing of the Issuer's initial public offering at a conversion ratio of 0.09298 shares of
- (4) Common Stock for every 1 share of Series A Convertible Preferred Stock rounded down to the next whole number, for no additional consideration.
- The shares on a post-conversion basis are held as follows: 1,394,315 by BV IV QP, 53,717 by BV IV KG and 39,648 by AM BV4. Each
- (5) Reporting Person disclaims beneficial ownership of the securities except to the extent of his, her or its respective pecuniary interest therein.
- (6) All principal and accrued interest on the Notes will automatically convert into shares of Common Stock upon the closing of the Issuer's initial public offering.
- The notes are held in the principal amount as follows: \$8,200,858 by BV IV QP, \$315,945 by BV IV KG and \$233,196 by AM BV4. The
- (7) principal and accrued interest of the notes is convertible into the following shares of Common Stock upon the closing of the Issuer's initial public offering: 667,848 by BV IV QP, 25,729 by BV IV KG and 18,990 by AM BV4. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his, her or its respective pecuniary interest therein.

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Remarks:

SeeÂ FormÂ 4Â forÂ MPMÂ BioVenturesÂ IV-QP,Â L.P.Â forÂ additionalÂ membersÂ ofÂ thisÂ jointÂ filing.

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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