

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

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

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(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

SAN MATEO,Â CAÂ 94402

(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

(Check all applicable)

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

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

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

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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