

ACURA PHARMACEUTICALS, INC

Reported by
SKELLY WILLIAM G

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/04/17 for the Period Ending 01/03/17

Address	616 N. NORTH COURT, SUITE 120 PALATINE, IL 60067
Telephone	847-705-7709
CIK	0000786947
Symbol	ACUR
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
SKELLY WILLIAM G		ACURA PHARMACEUTICALS, INC [ACUR]		<input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O ACURA PHARMACEUTICALS, INC., 616 N. NORTH COURT		1/3/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
PALATINE, IL 60067				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	1/3/2017		M	(1)	13216	A	(2)	28345 (3)(4)	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units (4)	(2)	1/3/2017		D		8810		(5)	(5)	Common Stock	8810	\$0.7665 (2)(6)	13216	D	
Restricted Stock Units (4)	(2)	1/3/2017		M		13216		(5)	(5)	Common Stock	13216	(2)	0	D	
Restricted Stock Units	(2)	1/3/2017		A		59523		(7)	(7)	Common Stock	59523	(8)	59523	D	

Explanation of Responses:

- (1) Represents exchange of restricted stock units.
- (2) Par value of \$.01 must be paid by Reporting Person (or withheld from cash distributions) upon exchange of Restricted Stock Units for cash or stock
- (3) Does not include Restricted Stock Units.
- (4) Reflects 1 for 5 Reverse Stock Split effective August 27, 2015.
- (5) 25% of Restricted Stock Units vested on March 31, 2016, 25% vested on June 30, 2016; 25% vested on September 30, 2016 and 25% vested on December 31, 2016. Reporting Person elected to exchange 40% (8.810) of Restricted Stock Units for cash (less par value of \$.01 per share). Remaining Restricted Stock Units are being exchanged on a one for one basis for common stock, in each case upon payment of, or deduction of par value.
- (6) Represents closing price of Issuer's common stock on December 30, 2016.
- (7) 25% of Restricted Stock Units vest on the last day of each of March, June, September and December 2017, subject to immediate vesting in the event of a change of control. Reporting Person may elect to exchange up to 40% of Restricted Stock Units for cash and the remaining Restricted Stock Units will be exchanged on a one for one basis for common stock, in each case upon payment of, or deduction of par value. Distributions in respect of vested Restricted Stock Units will be made on the first business day of January 2018, or earlier upon a change of control.

(
8) N/A

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SKELLY WILLIAM G C/O ACURA PHARMACEUTICALS, INC. 616 N. NORTH COURT PALATINE, IL 60067	X			

Signatures

/s/ William Skelly

1/4/2017

**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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.