
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) May 24, 2011 (May 19, 2011)

Pain Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-29959
(Commission
File Number)

91-1911336
(I.R.S. Employer
Identification Number)

7801 N. Capital of Texas Highway, Suite 260, Austin, TX 78731
(Address of principal executive offices, including zip code)

(512) 501-2444
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communication pursuant to Rule 14d-2(b) under the Exchange Act (17CFR 240.14d-2(b))
 - Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17CFR 240.13e-4(c))
-
-

Item 5.07 Submission of Matters to a Vote of Security Holders.

The 2011 Annual Meeting of Stockholders of Pain Therapeutics, Inc. was held on May 19, 2011. Of the 43,771,173 shares of our common stock entitled to vote at the meeting, 40,340,250 shares, representing approximately 92.2% of the total votes eligible to be cast, were represented at the meeting in person or by proxy, constituting a quorum. The voting results are presented below.

Proposal 1 – To elect Robert Z. Gussin as Class II Director to serve for a three-year term and until his successor is duly elected and qualified:

<u>Director</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Vote</u>
Robert Z. Gussin, Ph.D.	30,391,912	820,242	9,128,096

Proposal 2 – To ratify the selection of Ernst & Young LLP as independent registered public accounting firm for the Company for the Fiscal Year Ending December 31, 2011:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
40,222,936	95,968	21,346	0

Proposal 3– To approve by a non-binding vote, the 2010 compensation for the Company’s executive officers:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
27,957,611	2,227,169	1,027,374	9,128,096

Proposal 4– To recommend, by a non-binding vote, how frequently advisory votes on executive compensation will occur:

<u>1 Year</u>	<u>2 Years</u>	<u>3 Years</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
17,213,769	3,936,983	8,855,557	1,205,845	9,128,096

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

PAIN THERAPEUTICS, INC.
a Delaware corporation

Date: May 24, 2011

By: /s/ Peter S. Roddy
Peter S. Roddy
Vice President and Chief Financial Officer