

**United States  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)

April 30, 2009

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**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**  
(IRS Employer  
Identification No.)

**2211 Bridgepointe Parkway, Suite 500, San Mateo, CA 94404**  
(Address of principal executive offices, including zip code)

**(650) 624-8200**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

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 communications 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 communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. Results of Operations and Financial Condition.**

On April 30, 2009 the Registrant issued a press release, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

Exhibit 99.1. Press release dated April 30, 2009

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**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 hereunto duly authorized.

**Pain Therapeutics, Inc.**

/s/ PETER S. RODDY

Peter S. Roddy

Vice President & Chief Financial Officer

Dated: April 30, 2009

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**Exhibit Index**

99.1 Press release dated April 30, 2009

## Pain Therapeutics Announces First Quarter 2009 Financial Results

SAN MATEO, Calif., April 30, 2009 (GLOBE NEWSWIRE) -- Pain Therapeutics, Inc. (Nasdaq:PTIE), a biopharmaceutical company, today reported financial results for the quarter ended March 31, 2009. Net loss for the quarter ended March 31, 2009 was \$1.8 million, or \$0.04 per diluted share, compared to net income of \$2.6 million, or \$0.06 per diluted share, for the first quarter of 2008.

"We recognize the importance of managing our balance sheet very carefully in this difficult macroeconomic environment," said Remi Barbier, president & chief executive officer of Pain Therapeutics. "Our strategy is to spend carefully but to keep innovation at the top of our agenda. Our immediate goals are to maintain regulatory momentum for Remoxy and to significantly advance our hematology/oncology programs."

At March 31, 2009, Pain Therapeutics had \$185.6 million in cash, no debt and approximately 42.1 million shares outstanding, or \$4.41 of cash per share. Net cash requirements in 2009 are still expected to be approximately \$10 million, which includes a significant investment in the growth of its biotech pipeline.

### Q1 2009 Financial and Operating Update

- \* We reiterate existing regulatory guidance for REMOXY. The U.S. Food and Drug Administration (FDA) believes additional non-clinical data will be required to support the approval of REMOXY. The FDA has not requested or recommended additional clinical efficacy studies prior to approval.
- \* As previously disclosed, regulatory responsibility for FDA approval of REMOXY was recently shifted to King Pharmaceuticals, Inc. King plans to meet with the FDA in mid-2009. This FDA meeting should provide a more reliable context in which to make projections about REMOXY.
- \* There are no changes to the economic terms of our strategic alliance with King. Pursuant to the terms of a strategic alliance, King will continue to fund development expenses incurred by us for REMOXY and three other abuse-resistant pain medications. Upon FDA approval of REMOXY, we will receive a \$15.0 million cash milestone payment and a running royalty equal to 20% of net sales of drugs developed under this strategic alliance, except as to the first \$1.0 billion in cumulative net sales, which royalty is set at 15%.
- \* We retain all commercial rights to our biotech pipeline, which includes a clinical-stage treatment for melanoma and a pre-clinical program to cure hemophilia.
- \* In melanoma, we are developing a radio-labeled monoclonal antibody program for patients with late-stage melanoma. We expect to complete a second Phase I study with this technology in 2009. We are also exploring the use of similar technology to treat other important disease areas.
- \* In hemophilia, we are developing a biological agent aimed at correcting an underlying genetic defect in patients with hemophilia. We expect to complete a significant pre-clinical study with this technology in 2009.
- \* In order to focus on the growth of our biotech pipeline, in Q1 2009 we discontinued the development of Oxytrex(tm) and reverted rights to this drug to Albert Einstein College of Medicine.
- \* Collaboration revenue for Q1 2009 was \$3.2 million, compared to \$11.1 million for Q1 2008 and reflects reimbursement of our development expenses under our strategic alliance with King.
- \* Research and development expenses for Q1 2009 decreased to \$7.6 million from \$12.5 million for Q1 2008. This decrease was mostly due to decreased spending for REMOXY and the other abuse-resistant product candidates under our strategic alliance with King. Research and development expenses included non-cash stock-related compensation costs of \$1.1 million for Q1 2009 and \$1.0 million for Q1 2008.
- \* General and administrative expenses for Q1 2009 decreased to \$1.7 million from \$1.8 million for Q1 2008. This decrease was mostly due to lower operating costs. General and administrative expenses

included non-cash stock-related compensation costs of \$0.5 million for Q1 2009 and \$0.5 million for Q1 2008.

\* Interest income for Q1 2009 decreased to \$0.4 million from \$2.2 million in Q1 2008. This decrease was due to decreases in interest rates on our investments in marketable securities.

## About Pain Therapeutics, Inc.

Pain Therapeutics, Inc. is a biopharmaceutical company that develops novel drugs. In addition to REMOXY, a unique abuse-resistant controlled-release oxycodone, the Company has three drug candidates in clinical programs, including a novel radio-labeled monoclonal antibody to treat metastatic melanoma, as well as PTI-202 and PTI-721. Pain Therapeutics is also working on a new treatment for patients with hemophilia.

For more information, please visit [www.paintrials.com](http://www.paintrials.com).

**Note Regarding Forward-Looking Statements:** This press release contains forward-looking statements for purposes of the Private Securities Litigation Reform Act of 1995 (the "Act"). Pain Therapeutics disclaims any intent or obligation to update these forward-looking statements, and claims the protection of the Safe Harbor for forward-looking statements contained in the Act. Examples of such statements include, but are not limited to, any statements relating to the cash requirements of the Company for 2009 and expected uses of such cash; expected timing of commencement or completion of clinical trials and non-clinical studies; the Company's expected receipt and recognition of collaboration revenue, including reimbursement of the Company's ongoing development activities with respect to Remoxy; and the potential benefits of the Company's drug candidates. Such statements are based on management's current expectations, but actual results may differ materially due to various factors. Such statements involve risks and uncertainties, including, but not limited to, those risks and uncertainties relating to difficulties or delays in development and testing of the Company's drug candidates, unexpected adverse side effects or inadequate therapeutic efficacy of the Company's drug candidates (including the risk that current and past results of clinical trials are not necessarily indicative of future results of clinical trials), the uncertainty of patent protection for the Company's intellectual property or trade secrets, unanticipated additional research and development and other costs and the timing and receipt of funds from the Company's commercial partner, the potential for abuse and misuse resistant pain medications to be developed by competitors and potential competitors to the Company. For further information regarding these and other risks related to the Company's business, investors should consult the Company's filings with the Securities and Exchange Commission.

PAIN THERAPEUTICS, INC.  
CONDENSED STATEMENTS OF OPERATIONS  
(in thousands, except per share amounts)  
(Unaudited)

	Three Months Ended March 31,	
	2009	2008
Revenue		
Collaboration revenue	\$ 3,248	\$ 11,052
Program fee revenue	3,587	3,587
Total revenue	6,835	14,639
Operating expenses		
Research and development	7,636	12,484
General and administrative	1,731	1,819
Total operating expenses	9,367	14,303
Operating income (loss)	(2,532)	336
Interest income	387	2,234
Income (loss) before benefit from income taxes	(2,145)	2,570
Benefit from income taxes	(321)	--
Net income (loss)	\$ (1,824)	\$ 2,570
Net income (loss) per share		
Basic	\$ (0.04)	\$ 0.06
Diluted	\$ (0.04)	\$ 0.06
Weighted-average shares used in computing net income (loss) per share		
Basic	42,090	43,848
Diluted	42,090	45,388

PAIN THERAPEUTICS, INC  
CONDENSED BALANCE SHEETS

	March 31, 2009	December 31, 2008(1)
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	(Unaudited)	
<b>Assets</b>		
<b>Current assets</b>		
Cash, cash equivalents and marketable securities	\$ 185,574	\$ 190,095
Other current assets	2,031	541
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<b>Total current assets</b>	<b>187,605</b>	<b>190,636</b>
<b>Non-current assets</b>		
Property and equipment, net	708	774
Other assets	1,420	2,026
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<b>Total assets</b>	<b>\$ 189,733</b>	<b>\$ 193,436</b>
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<b>Liabilities and stockholders' equity</b>		
<b>Current liabilities</b>		
Accounts payable and accrued development expense	\$ 2,587	\$ 3,245
Deferred program fee revenue - current portion	14,348	14,348
Other accrued liabilities	2,642	2,521
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<b>Total current liabilities</b>	<b>19,577</b>	<b>20,114</b>
<b>Non-current liabilities</b>		
Deferred program fee revenue - non-current portion	64,567	68,154
Other liabilities	1,413	882
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<b>Total liabilities</b>	<b>85,557</b>	<b>89,150</b>
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<b>Stockholders' equity</b>		
Common stock	42	42
Additional paid-in-capital	219,865	218,021
Accumulated other comprehensive income	195	325
Accumulated deficit	(115,926)	(114,102)
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<b>Total stockholders' equity</b>	<b>104,176</b>	<b>104,286</b>
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<b>Total liabilities and stockholders' equity</b>	<b>\$ 189,733</b>	<b>\$ 193,436</b>
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(1) Derived from audited financial statements.

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