

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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* <u>ARMISTICE CAPITAL, LLC</u>  (Last) (First) (Middle) 510 MADISON AVENUE 22ND FLOOR  (Street) NEW YORK NY 10022  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/15/2018	3. Issuer Name and Ticker or Trading Symbol <u>PAIN THERAPEUTICS INC [ PTIE ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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, \$0.001 par value	3,420,000	D <sup>(1)</sup>	
Common Stock, \$0.001 par value	3,420,000	I	See Footnote <sup>(2)</sup>
Common Stock, \$0.001 par value	3,420,000	I	See Footnote <sup>(2)</sup>

**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 (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Warrants	08/17/2018 <sup>(3)</sup>	02/17/2021	Common Stock 3,420,000	1.25	D <sup>(1)</sup>	
Warrants	08/17/2018 <sup>(3)</sup>	02/17/2021	Common Stock 3,420,000	1.25	I	See Footnote <sup>(2)</sup>
Warrants	08/17/2018 <sup>(3)</sup>	02/17/2021	Common Stock 3,420,000	1.25	I	See Footnote <sup>(2)</sup>

1. Name and Address of Reporting Person\*  
ARMISTICE CAPITAL, LLC  
  
 (Last) (First) (Middle)  
 510 MADISON AVENUE  
 22ND FLOOR  
  
 (Street)  
 NEW YORK NY 10022  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Armistice Capital Master Fund Ltd.  
  
 (Last) (First) (Middle)  
 C/O DMS CORPORATE SERVICES LTD.  
 20 GENESIS CLOSE, P.O. BOX 314  
  
 (Street)  
 GRAND CAYMAN E9 KY1-1104  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Boyd Steven

(Last) (First) (Middle)

C/O ARMISTICE CAPITAL, LLC  
510 MADISON AVENUE, 22ND FLOOR

(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

**Explanation of Responses:**

1. The reported securities are directly owned by Armistice Capital Master Fund Ltd.
2. The reported securities are directly owned by Armistice Capital Master Fund Ltd., a Cayman Islands corporation, and may be deemed to be indirectly beneficially owned by Armistice Capital, LLC, as the investment manager of Armistice Capital Master Fund Ltd. The reported securities may also be deemed to be indirectly beneficially owned by Steven Boyd as Managing Member of Armistice Capital, LLC and Director of Armistice Capital Master Fund Ltd. Armistice Capital, LLC and Steven Boyd disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interest therein, and this report shall not be deemed an admission that either of them are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
3. These warrants are currently exercisable, subject to a blocker provision that prevents Armistice Capital Master Fund, Ltd. from exercising the warrants if it would be more than a 9.99% beneficial owner of the Common Stock following such exercise.

Armistice Capital LLC, By: /s/  
Steven Boyd, Managing  
Member 08/20/2018

Armistice Capital Master Fund  
Ltd. By: /s/ Steven Boyd,  
Director 08/20/2018

/s/ Steven Boyd 08/20/2018

\*\* 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 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).

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 Number.**