
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 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): June 9, 2014 (June 6, 2014)

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.)

7801 N. Capital of Texas Highway, Suite 260
Austin, Texas 78731

(Address of principal executive offices, including zip code)

512-501-2444

(Registrant's telephone number, including area code)

(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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 6, 2014, the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Pain Therapeutics, Inc. (the "Company") approved changes in compensation for the Company's named executive officers (as defined in Item 402(a)(3) of Regulation S-K promulgated by the Securities and Exchange Commission) with respect to the officers' and the Company's performance from mid-2013 to mid-2014.

As a result, the base salary for Remi Barbier, Chairman of the Board, President and Chief Executive Officer, was increased to \$800,000 per year from \$725,000 per year. The base salary for Nadav Friedmann, Ph.D., M.D., Chief Medical and Operating Officer, was increased to \$290,000 per year from \$275,000. The base salary for Peter S. Roddy, Vice President and Chief Financial Officer, was increased to \$345,000 from \$330,000 per year.

On June 6, 2014, the Committee terminated a performance-related goal set in 2012 and tied to a specific confidential internal development program. Had this goal been met prior to termination, Mr. Barbier would have received \$250,000, Dr. Friedmann would have received \$100,000, Mr. Roddy would have received \$50,000 and Grant Schoenhard, Ph.D., Chief Scientific Officer, would have received \$25,000. The Compensation Committee also terminated related performance-based stock awards within the terms of the Company's 2008 Equity Incentive Plan.

The Compensation Committee also established a performance-related goal tied to a specific milestone for an undisclosed development program. The program is currently confidential and undisclosed in order to protect the program's intellectual property. If this performance-related goal is achieved, Mr. Barbier will receive \$300,000, Dr. Friedmann will receive \$150,000, Mr. Roddy will receive \$7,500 and Dr. Schoenhard will receive \$7,500. This performance-related goal also provides for performance-based stock awards within the terms of the Company's 2008 Equity Incentive Plan.

SIGNATURES

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

Pain Therapeutics, Inc.

Dated: June 9, 2014

By:

/s/ Peter S. Roddy

Peter S. Roddy

Vice President and Chief Financial Officer
