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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)

January 17, 2006

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.)
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416 Browning Way
South San Francisco, California 94080
(Address of principal executive offices, including zip code)

(650) 624-8200
(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))
 - 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 January 17, 2006, Pain Therapeutics, Inc. (the "Company") issued a press release announcing the Company's financial results for the fourth quarter and year ended December 31, 2005. A copy of the press release has been furnished as an exhibit to this report and is incorporated by reference herein.

The information in this Current Report on Form 8-K and in Exhibit 99.1 shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference into any registration statement or other document filed or furnished pursuant to the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such document.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

The following exhibit is furnished as part of this Current Report on Form 8-K.

EXHIBIT NUMBER	DESCRIPTION
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SIGNATURE

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.

/s/ Peter S. Roddy

Peter S. Roddy
Chief Financial Officer

Dated: January 17, 2006

EXHIBIT INDEX

EXHIBIT
NUMBER

DESCRIPTION

99.1

Press Release of Pain Therapeutics, Inc. dated January 17, 2006.

For More Information Contact:

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212-213-0006

FOR IMMEDIATE RELEASE

PAIN THERAPEUTICS ANNOUNCES
FOURTH QUARTER AND YEAR-END 2005 FINANCIAL RESULTS

SOUTH SAN FRANCISCO, Calif. - January 17, 2006 - Pain Therapeutics, Inc. (Nasdaq: PTIE), a biopharmaceutical company, today reported financial results for the fourth quarter and year ended December 31, 2005.

The net loss for the quarter ended December 31, 2005 was \$3.1 million, or \$0.07 per share, compared to a net loss of \$9.3 million, or \$0.22 per share for the fourth quarter of 2004. The net loss for the year ended December 31, 2005 was \$30.7 million, or \$0.70 per share, compared to a net loss of \$37.8 million, or \$1.01 per share, for the same period of 2004.

At December 31, 2005 Pain Therapeutics' cash, cash equivalents and marketable securities were \$212.7 million. This total included the \$150.0 million in upfront fees received from King Pharmaceuticals, Inc. (NYSE: KG) in connection with a recently announced strategic alliance.

"In 2005, we made steady progress against our financial objectives, as demonstrated by the closing of the King deal," said Remi Barbier, Pain Therapeutics' president and chief executive officer. "The recent strengthening of our balance sheet allows Pain Therapeutics to move forward rather aggressively with key clinical programs for Remoxy(TM) and Oxytrex(TM) in 2006 while maintaining a relatively low net cash burn. We forecast a net cash burn rate of about \$15 million for 2006 against a cash position of \$212.7 million. This amount includes a generous allowance to replenish our pipeline with at least one new IND in our core area of expertise with abuse-resistant opioids."

Program fee revenue resulted from the amortization of the \$150 million upfront fee received from King from the beginning of the collaboration in November 2005 to the end of 2005. Collaboration revenue reflects reimbursement of Pain Therapeutics' collaboration expenses to the end of 2005 from King.

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Research and development expenses decreased to \$7.2 million in the fourth quarter of 2005 from \$8.9 million in the fourth quarter of 2004. Research and development expenses decreased to \$32.9 million for the year 2005 from \$35.1 million for the year 2004. The decrease in research and development expenses was primarily related to the completion of the Phase III study with Oxytrex and the termination of the PTI-901 clinical program.

General and administrative expenses increased to \$1.6 million in the fourth quarter of 2005 from \$1.0 million in the fourth quarter of 2004. General and administrative expenses increased to \$4.9 million for the year 2005 from \$3.9 million for the year 2004.

FINANCIAL OUTLOOK

At December 31, 2005 Pain Therapeutics' cash, cash equivalents and marketable securities were \$212.7 million. Pain Therapeutics expects net cash requirements to be approximately \$15 million in 2006, plus or minus 10%.

CONFERENCE CALL AND WEBCAST INFORMATION

Pain Therapeutics will host a conference call today at 9:30 a.m. Pacific Time/12:30 p.m. Eastern Time to discuss this announcement. To participate in the conference call, please dial 888-396-2356 (within the U.S.) or 617-847-8709 (outside the U.S.) fifteen minutes prior to the start of the call. The call reference number is 81544426. A playback of the conference call will be available following the call. To access the playback, please dial 888-286-8010 (within the U.S.) or 617-801-6888 (outside the U.S.) and enter reservation number 88878694. A webcast of the conference call will also be available online

at www.paintrials.com.

ABOUT PAIN THERAPEUTICS, INC.

We are a biopharmaceutical company that develops novel drugs. We have two drug candidates, Remoxy and Oxytrex, in Phase III clinical programs. Both drugs target different segments of the multi-billion dollar market to treat severe chronic pain, such as persistent low-back pain or pain due to advanced stages of osteoarthritis. For more information, please visit our website (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"). PTI 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 timing, scope or expected outcome of the Company's clinical development of its drug candidates, the Company's expected net cash requirements in 2006 and through late-stage development of its drug candidates, the potential benefits of the Company's drug candidates, the Company's plans for filing an IND in 2006 and the size of the potential market for the Company's products. 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, testing, regulatory approval, production and marketing of the Company's drug candidates, unexpected adverse side effects or inadequate therapeutic efficacy of the Company's drug candidates that could slow or prevent product approval or market acceptance (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, the Company's ability to obtain additional financing if necessary and unanticipated research and development and other costs. 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.

-Financial Tables Follow-

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

	Three Months Ended December 31,		Year Ended December 31,	
	2005	2004	2005	2004
Revenues:				
Program fee revenue	\$ 3,712	\$ -	\$ 3,712	\$ -
Collaboration revenue	1,368	-	1,368	-
	5,080	-	5,080	-
Total revenues				
Operating expenses (1):				
Research and development	7,154	8,869	32,938	35,093
General and administrative	1,577	964	4,859	3,868
	8,731	9,833	37,707	38,961
Total operating expenses				
Operating loss	(3,561)	(9,833)	(32,717)	(38,961)
Other income:				
Interest income	519	517	2,047	1,185
	\$ (3,132)	\$ (9,316)	\$ (30,670)	\$ (37,776)
Net loss				
Basic and diluted loss per common share	\$ (0.07)	\$ (0.22)	\$ (0.70)	\$ (1.01)
Weighted-average shares used in computing basic and diluted loss per common share	43,916	42,509	43,795	37,267

(1) Included in research and development and general and administrative expenses are stock based compensation expenses of \$90 thousand and \$69 thousand for the three months ended December 31, 2005 and 2004, respectively, and \$248 thousand and \$401 thousand for the years ended December 31, 2005 and 2004, respectively.

PAIN THERAPEUTICS, INC.
CONDENSED BALANCE SHEETS
(in thousands)

	December 31, 2005	December 31, 2004(2)
	(Unaudited)	
ASSETS		
Current assets:		
Cash, cash equivalents and marketable securities	\$ 212,652	\$ 99,397
Collaboration revenue receivable	889	-
Prepaid expenses	623	259
	214,164	99,656
Total current assets		
Property and equipment, net	1,556	1,461
Other assets	75	75
	\$ 215,795	\$ 101,192
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LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 998	\$ 877
Accrued development expense	4,461	6,358
Deferred program fee revenue - current portion	26,200	-
Accrued compensation and benefits	501	415
Other accrued liabilities	187	146
	32,347	7,796
Total current liabilities		
Non-current liabilities:		
Deferred program fee revenue - non-current portion	120,088	-
	152,435	7,796
Total liabilities		

Stockholders' equity:	-----	-----
Common stock	44	44
Additional paid-in-capital	206,489	205,920
Accumulated other comprehensive loss	(479)	(544)
Accumulated deficit	(142,694)	(112,024)
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Total stockholders' equity	63,360	93,396
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Total liabilities and stockholders' equity	\$ 215,795	\$ 101,192
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(2) Derived from audited financial statements.

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