
**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, 2010 (May 20, 2010)

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)

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

(650) 624-8200
(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))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders of Pain Therapeutics, Inc. was held on May 20, 2010. Of the 42,615,576 shares of our common stock entitled to vote at the meeting, 36,247,971 shares, representing approximately 85% 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 Nadav Friedmann, Ph.D., M.D and Michael J. O’Donnell as Class I Directors to serve for three-year terms and until their successors are duly elected and qualified:

<u>Director</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Vote</u>
Nadav Friedmann, Ph.D., M.D.	20,330,071	9,305,546	6,612,354
Michael J. O’Donnell	20,294,689	9,340,928	6,612,354

Proposal 2 – To approve the amended and restated 2000 Employee Stock Purchase Plan, as amended and restated December 11, 2009:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
26,272,440	3,271,498	91,679	6,612,354

Proposal 3 – To ratify the selection of Ernst &Young LLP as independent registered public accounting firm for the Company for the Fiscal Year Ending December 31, 2010:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
36,085,626	62,328	100,017	0

