
**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 16, 2014 (May 16, 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
(I.R.S. Employer
Identification Number)

**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)

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 16, 2014. Of the 45,536,979 shares of our common stock entitled to vote at the meeting, 38,440,347 shares, representing approximately 84% 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 One - To elect Robert Z. Gussin, Ph.D. and Saira Ramasastry as Class II 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> |
|------------------------|------------|-----------------|------------------------|
| Robert Z Gussin, Ph.D. | 15,969,162 | 12,477,690 | 9,993,495 |
| Saira Ramasastry | 18,050,504 | 10,396,348 | 9,993,495 |

Proposal Two - To ratify the selection of Ernst & Young LLP as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2014:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> |
|------------|----------------|----------------|
| 38,251,620 | 117,193 | 71,534 |

Proposal Three - To approve, by a non-binding advisory vote, the 2013 executive compensation for the Company's executive officers:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non Vote</u> |
|------------|----------------|----------------|------------------------|
| 14,536,641 | 13,036,949 | 873,262 | 9,993,495 |

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 thereunto duly authorized.

PAIN THERAPEUTICS, INC.
a Delaware corporation

Date: May 16, 2014

By: /s/ Peter S. Roddy
Peter S. Roddy
Vice President and Chief Financial Officer
