
**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) December 22, 2011 (December 20, 2011)

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 1.01 Entry into a Material Definitive Agreement

On December 20, 2011, Pain Therapeutics, Inc. (the “Company”) entered into the First Amendment to Lease Agreement (the “Amendment”) which amended the existing Lease Agreement, dated as of December 28, 2010, by and between the Company and StoneCliff Office, L.P., pursuant to which the Company leases approximately 5,700 square feet of office space in Austin Texas (the “Lease”). The Amendment extends the termination date of the Lease from March 31, 2012 to July 31, 2014 and sets new rental rates that are effective as of April 1, 2012. Future minimum lease payments for the Lease, as amended, are approximately \$310,000.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

Please see the disclosure set forth under “Item 1.01 Entry into a Material Definitive Agreement” which is incorporated by reference into this Item 2.03.

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: December 22, 2011

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