

FORM 8-A

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR (G) OF THE
SECURITIES EXCHANGE ACT OF 1934

Pain Therapeutics, Inc.
(Exact name of Registrant as specified in its charter)

Delaware

91-1911336

(State of Incorporation or organization)

(I.R.S. Employer Identification No.)

250 East Grand Avenue, Suite 70, South San Francisco, California

94080

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

NONE

Securities to be registered pursuant to Section 12(g) of the Act:

COMMON STOCK, \$0.001 PAR VALUE

Item 1. Description of Registrant's Securities to be Registered.

Incorporated by reference to Description of Capital Stock section and Shares Eligible for Future Sales sections on pages 54 to 59 of the Registrant's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on March 14, 2000, as amended (file number 333-32370) (the "S-1 Registration Statement").

Item 2. Exhibits.

The following exhibit is filed as a part of this Registration Statement:

- *1.1 Specimen of Registrant's Common Stock Certificate.
- *2.1 Form of Amended and Restated Certificate of Incorporation of Registrant to be filed with the Secretary of State of Delaware upon closing of the Registrant's initial public offering.
- *2.2 Form of Amended and Restated By Laws of Registrant to be in effect upon closing of Registrant's initial public offering.
- *2.3 Second Amended and Restated Investors' Rights Agreement dated February 1, 2000 between Registrant and the holders of its Series B and C redeemable convertible preferred stock.

* Incorporated by reference to the Exhibits to the S-1 Registration Statement.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: March 14, 2000

Pain Therapeutics, Inc.

By: /s/ REMI BARBIER

Remi Barbier,
President, Chief Executive Officer
And Chairman