

DURECT CORP
Form SC 13G/A
February 13, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

(Amendment No. 2)

Under the Securities Exchange Act of 1934

Durect Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

266605104

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

£ Rule 13d-1(b)

S Rule 13d-1(c)

£ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1745 (12-02)

names of reporting
persons

i.r.s. identification no.
of above persons
(entities only)

1.

Gagnon Securities
LLC

check
the
appropriateness of
box if (b) S
a
group*

2.

sec use only

3.

citizenship or place of
organization

4.

Delaware Limited
Liability Company

number of shares	5. sole voting power	0
beneficially owned by	6. shared voting power	4,014,113
each reporting	7. sole dispositive power	0
person with:	8. shared dispositive power	4,014,113
9. aggregate amount beneficially		4,014,113

owned
by each
reporting
person

check box if the
aggregate amount in

- 10.** row (9) excludes
certain shares (See
Instructions) ☐

percent
of class
represented

- 11.** by ☐ 3.95%
amount
in row
(9)

type of
reporting

- 12.** person ☐ **IA, BD**
(See
Instructions)

names of reporting
persons

i.r.s. identification no.
of above persons
(entities only)

13.

Neil Gagnon

check
the
appropriateness of
box if (b) S
a
group*

14.

sec use only

15.

citizenship or place of
organization

16.

USA

number of	17. sole voting power	2,771,421
shares		
beneficially	18. shared voting power	4,380,308
owned by		
each	19. sole dispositive power	2,771,421
reporting		
person with:	20. shared dispositive power	4,439,233

21. aggregate 7,210,654
amount
beneficially
owned
by each

reporting
person

check box if the
aggregate amount in
22. row (9) excludes
certain shares (See
Instructions) ☐

percent
of class
represented
23. by ☐ 7.09%
amount
in row
(9)

type of
reporting
24. person ☒ IN
(See
Instructions)

Item 1.

(a)
Name of Issuer: Durect Corporation

(b) Address of Issuer's Principal Executive Offices: 10260 Bubb Road
Cupertino, CA 95014

Item 2.

(a) Name of Person Filing: Gagnon Securities LLC ("GS"), an investment adviser registered with the Securities Exchange Commission ("SEC") under the Investment Advisers Act of 1940, as amended, in its role as investment manager to several customer accounts, foundations, partnerships and trusts (collectively, the "Accounts") to which it furnishes investment advice, may be deemed to beneficially own 4,014,113 shares of the Issuer's Common Stock held in the Accounts. GS shares voting power and dispositive power with Neil Gagnon, the managing member and principal owner of GS, with respect to 3,197,355 shares of Common Stock held in the Accounts. GS shares voting and

dispositive power with certain persons other than Mr. Gagnon with respect to 816,758 shares of Common Stock held in the Accounts. GS expressly disclaims beneficial ownership of all securities held in the Accounts. No single client's interest as reported in the Accounts exceeds 5% of the Issuer's Common Stock.

In addition to the shares of Common Stock held in the Accounts over which Mr. Gagnon shares voting and/or dispositive power with GS, Mr. Gagnon may be deemed to beneficially own 4,013,299 shares of the Issuer's Common Stock in a private investment fund (the "Fund"), in personal accounts (the "Personal Accounts"), and in foundations, partnerships and trusts to which he furnishes investment advice (the "Other Accounts"). Mr. Gagnon has sole voting power and sole dispositive power with respect to 819,910 shares of Common Stock held in the Personal Accounts and 1,951,511 shares of

Common Stock held in the Fund, he shares voting power with certain persons other than GS with respect to 1,182,953 shares of Common Stock held in the Other Accounts and he shares dispositive power with certain persons other than GS with respect to 1,241,878 shares of Common Stock held in the Other Accounts. Except for Common Stock held in the Personal Accounts, Mr. Gagnon expressly disclaims beneficial ownership of all securities held in the Accounts, the Other Accounts and the Fund. No single client's interest as reported in the Accounts, the Personal Accounts, the Other Accounts or the Fund exceeds 5% of the Issuer's Common Stock.

(b) Address of Principal Business Office or, if none, Residence: 1370 Ave. of the Americas, Suite 2400 New York, NY 10019

(c) Citizenship: Gagnon Securities LLC: Delaware Limited Liability Company

Neil Gagnon: USA

(d) Title
of Class Common Stock
of
Securities:

(e)
CUSIP 266605104
Number:

If this statement is filed
 Item pursuant to §§240.13d-1(b)
 3. or 240.13d-2(b) or (c), check
 whether the person filing is

a:

(a) ☐ Broker or dealer
 registered under section
 15 of the Act (15 U.S.C.
 78o).

(b) ☐ Bank as defined in
 section 3(a)(6) of the
 Act (15 U.S.C. 78c).

(c) ☐ Insurance company as
 defined in section
 3(a)(19) of the Act (15
 U.S.C. 78c).

(d) ☐ Investment company
 registered under section
 8 of the Investment
 Company Act of 1940
 (15 U.S.C 80a-8).

(e) ☐ An investment adviser in
 accordance with
 §240.13d-1(b)(1)(ii)(E);

(f) ☐ An employee benefit
 plan or endowment fund
 in accordance with
 §240.13d-1(b)(1)(ii)(F);

(g) ☐ A parent holding
 company or control
 person in accordance
 with §
 240.13d-1(b)(1)(ii)(G);

(h) ☐ A savings associations
 as defined in Section
 3(b) of the Federal
 Deposit Insurance Act
 (12 U.S.C. 1813);

(i) ☐ A church plan that is
 excluded from the

definition of an
investment company
under section 3(c)(14) of
the Investment
Company Act of 1940
(15 U.S.C. 80a-3);

- (j) ☐ Group, in accordance
with
§240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the
aggregate number and percentage of the class of
securities of the issuer identified in Item 1.

Amount Gagnon Securities LLC: 4,014,113
(a) beneficially
owned: Neil Gagnon: 7,210,654

Gagnon Securities LLC: 3.95%
(b)
Neil Gagnon: 7.09%,

Percent
of class: Calculation of percentage of beneficial
ownership is based on approximately
101,711,379 outstanding shares as
reported by the Issuer on its Form 8-K
filed on December 16, 2012.

(c) Number of shares as to which the person has:

Sole power Gagnon Securities LLC: 0
(i) to vote or
to direct Neil Gagnon: 2,771,421
the vote:
Shared Gagnon Securities LLC: 4,014,113
power to
(ii) vote or to Neil Gagnon: 4,380,308
direct the
vote:
(iii) Gagnon Securities LLC: 0

Sole power Neil Gagnon: 2,771,421
to dispose
or to direct
the
disposition
of:
Shared
power to
dispose or Gagnon Securities LLC: 4,014,113
(iv) direct
the Neil Gagnon: 4,439,233
disposition
of:

Item
5 Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that
as of the date hereof the reporting person has ceased
to be the beneficial owner of more than five percent
of the class of securities, check the following [].

Item 6 Ownership of More than Five Percent on Behalf of Another Person

The Accounts, the Personal Accounts, the Other Accounts and the Fund described above in Item 2 have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, securities held in their respective accounts. To the knowledge of the Reporting Persons, the interest in any such account does not exceed 5% of the class of securities. Except to the extent described herein, each Reporting Person disclaims

beneficial
ownership of
all such
securities.

Items
7 – Not
9 – Applicable

Item
10 Certification

The following certification shall be included if the statement is filed pursuant to §240.13d-1(c):

- (a) By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 8, 2013

Date

GAGNON SECURITIES LLC

/s/ Neil Gagnon

Signature

Neil Gagnon

Name/Title

February 8, 2013

Date

Neil Gagnon

/s/ Neil Gagnon

Signature

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)