

ACELRX PHARMACEUTICALS INC  
Form 8-K  
August 31, 2012

**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) August 31, 2012

**ACELRX PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in charter)

**DELAWARE**  
(State of incorporation)

**001-35068**  
(Commission

File No.)

**41-2193603**  
(IRS Employer

Identification No.)

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351 Galveston Drive

Redwood City, CA 94063

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (650) 216-3500

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 communications 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 communications pursuant to Rule 14d-2(b) under Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

AcelRx Pharmaceuticals, Inc. (the Company) is filing this Current Report on Form 8-K to provide a copy of the legal opinion of Cooley LLP relating to the legality of the shares of the Company's Common Stock to be offered and sold pursuant the Company's Registration Statement on Form S-3 (File No. 333-183237) filed with the Securities and Exchange Commission on August 10, 2012 and the related prospectus supplement filed with the Securities and Exchange Commission on August 31, 2012.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of Cooley LLP.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 31, 2012

**ACELRX PHARMACEUTICALS, INC.**

By: /s/ James H. Welch

Name: James H. Welch

Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of Cooley LLP.