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PAIN THERAPEUTICS INC Form 8-K October 19, 2004

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) October 19, 2004

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

Delaware 000-29959 91-1911336
(State or other jurisdiction (Commission File Number) (I.R.S. Employer of incorporation) Identification Number)

416 Browning Way, South San Francisco (Address of principal executive offices)

94080 (Zip Code)

Registrant's telephone number, including area code (650) 624-8200

N/A

(Former name or former address, if changed since last report)

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:

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

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Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

The following exhibits are filed with this report on Form 8-K:

Exhibit

 Number
 Description

 99.1
 Press Release, dated October 19, 2004

Item 2.02 Results of Operations and Financial Condition

On October 19, 2004, Pain Therapeutics, Inc. issued a press release announcing its results for the quarterly period ending September 30, 2004. A copy of this press release is attached hereto as Exhibit 99.1.

The information in this Form 8-K and the Exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

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: October 19, 2004

By: /s/ Peter S. Roddy
----Peter S. Roddy
Chief Financial Officer

EXHIBIT INDEX

| Exhibit | |
|---------|---------------------------------------|
| Number | Description |
| | |
| 99.1 | Press Release, dated October 19, 2004 |