

HOFFMAN STEPHEN J

Form 5

February 07, 2019

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP OF SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
HOFFMAN STEPHEN J

(Last) (First) (Middle)

2. Issuer Name **and** Ticker or Trading
Symbol
ACELRX PHARMACEUTICALS
INC [ACRX]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2018☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)C/O ACELRX
PHARMACEUTICALS, INC., 351
GALVESTON DRIVE

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

REDWOOD CITY, CA 94063

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|

Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.**Persons who 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 2270
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to Buy) <u>(1)</u> <u>(2)</u> | \$ 10.22 | 07/24/2014 | Â | A4 | 15,000 Â Â <u>(3)</u> | 07/23/2024 | Common Stock 15,000 |
| Stock Option (Right to Buy) <u>(1)</u> <u>(2)</u> | \$ 4.08 | 06/23/2015 | Â | A4 | 15,000 Â Â <u>(3)</u> | 06/22/2025 | Common Stock 15,000 |
| Stock Option (Right to Buy) <u>(1)</u> <u>(2)</u> | \$ 2.87 | 06/21/2016 | Â | A4 | 15,000 Â Â <u>(3)</u> | 06/20/2026 | Common Stock 15,000 |
| Stock Option (Right to Buy) <u>(1)</u> <u>(2)</u> | \$ 2.3 | 06/15/2017 | Â | A4 | 15,000 Â Â <u>(4)(5)</u> | 06/14/2027 | Common Stock 15,000 |
| Stock Option (Right to Buy) <u>(1)</u> <u>(2)</u> | \$ 4.125 | 06/14/2018 | Â | A4 | 15,000 Â Â <u>(4)(5)</u> | 06/14/2028 | Common Stock 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HOFFMAN STEPHEN J C/O ACELRX PHARMACEUTICALS, INC. 351 GALVESTON DRIVE REDWOOD CITY, CA 94063 | Â X | Â | Â | Â |

Signatures

/s/ Martha Adler,
Attorney-In-Fact

02/07/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Issued pursuant to the 2011 Equity Incentive Plan.

Transactions were previously reported on Form 4, but were inadvertently filed using incorrect CIK and CCC numbers which resulted in the reports appearing incorrectly as a report of a person different from the Reporting Person. This Form 5 is being filed to identify correctly these past transactions as the Reporting Person's transactions and to reflect accurately the Reporting Person's beneficial ownership holdings in the Issuer.

(3) Fully vested.

(4) The shares subject to the option vest as follows: 1/24th of the shares subject to the option vest in equal monthly installments over 24 months, subject to Optionee's Continuous Service on the Company's Board of Directors.

(5) 100% Acceleration upon Change of Control.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential 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 number.