

AVANIR PHARMACEUTICALS, INC.

Form 4

February 14, 2014

FORM 4**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).

**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: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
PALEKAR ROHAN

2. Issuer Name **and** Ticker or Trading
Symbol
**AVANIR PHARMACEUTICALS,
INC. [AVNR]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
20 ENTERPRISE,, SUITE 200
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2014

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
SVP & Chief Commercial Officer

ALISO VIEJO, CA 92656

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/12/2014		A		80,750 (1)	A (2)	223,750 (3) D
Common Stock	02/12/2014		A		43,000 (4)	A (2)	266,750 (3) D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PALEKAR ROHAN 20 ENTERPRISE, SUITE 200 ALISO VIEJO, CA 92656	SVP & Chief Commercial Officer

Signatures

/s/ Christine Ocampo, by power of attorney for Rohan
Palekar

02/14/2014

__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) Award of Restricted Stock Units under the Company's 2014 Incentive Plan (the "Plan") that vests with respect to one-quarter of the Restricted Stock Units on each anniversary of the grant date so that the award is fully vested on the fourth anniversary of the grant date.
- (2) Not applicable.
- (3) Includes previously reported shares of common stock underlying Restricted Stock Units granted to the Reporting Person, which are subject to certain vesting conditions.
Represents shares underlying Restricted Stock Units granted under the Plan that vest upon satisfaction of certain performance milestones
- (4) as follows: 50% of the underlying shares shall vest one year from achievement of the milestone and the remaning 50% of the underlying shares shall vest in two equal annual installments of 25% on each anniversary of the achievement of the milestone.

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

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