

HOFFMAN STEPHEN J
 Form 5
 February 07, 2019

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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

1. Name and Address of Reporting Person *
 HOFFMAN STEPHEN J

2. Issuer Name and Ticker or Trading Symbol
 ACELRX PHARMACEUTICALS INC [ACRX]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

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) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |

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

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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) ⁽¹⁾ ₍₂₎ | \$ 10.22 | 07/24/2014 | Â | A4 | 15,000 | Â | Â ⁽³⁾ | 07/23/2024 | Common Stock | 15,000 |
| Stock Option (Right to Buy) ⁽¹⁾ ₍₂₎ | \$ 4.08 | 06/23/2015 | Â | A4 | 15,000 | Â | Â ⁽³⁾ | 06/22/2025 | Common Stock | 15,000 |
| Stock Option (Right to Buy) ⁽¹⁾ ₍₂₎ | \$ 2.87 | 06/21/2016 | Â | A4 | 15,000 | Â | Â ⁽³⁾ | 06/20/2026 | Common Stock | 15,000 |
| Stock Option (Right to Buy) ⁽¹⁾ ₍₂₎ | \$ 2.3 | 06/15/2017 | Â | A4 | 15,000 | Â | Â ⁽⁴⁾⁽⁵⁾ | 06/14/2027 | Common Stock | 15,000 |
| Stock Option (Right to Buy) ⁽¹⁾ ₍₂₎ | \$ 4.125 | 06/14/2018 | Â | A4 | 15,000 | Â | Â ⁽⁴⁾⁽⁵⁾ | 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.