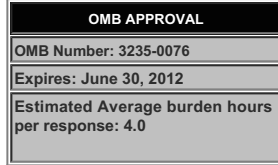


UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C.



1. Issuer's Identity

CIK (Filer ID Number) 0001427925 Previous Name(s) SURX, INC. Entity Type Corporation Name of Issuer ACELRX PHARMACEUTICALS INC Jurisdiction of Incorporation/Organization DELAWARE Year of Incorporation/Organization Over Five Years Ago

2. Principal Place of Business and Contact Information

Name of Issuer ACELRX PHARMACEUTICALS INC Street Address 1 575 CHESAPEAKE DRIVE Street Address 2 City REDWOOD CITY State/Province/Country CALIFORNIA ZIP/Postal Code 94063 Phone No. of Issuer 650-216-3500

3. Related Persons

Last Name King First Name Richard Middle Name Street Address 1 c/o AcelRx Pharmaceuticals, Inc. Street Address 2 575 Chesapeake Drive City Redwood City State/Province/Country CALIFORNIA ZIP/Postal Code 94063 Relationship: Executive Officer Director Promoter Clarification of Response (if Necessary)

Last Name Palmer First Name Pamela Middle Name P. Street Address 1 c/o AcelRx Pharmaceuticals, Inc. Street Address 2 575 Chesapeake Drive City State/Province/Country ZIP/Postal Code

Redwood City CALIFORNIA 94063

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name
Lawrence Hamel G.

Street Address 1 Street Address 2
c/o AcelRx Pharmaceuticals, Inc. 575 Cheasapeake Drive

City State/Province/Country ZIP/Postal Code
Redwood City CALIFORNIA 94063

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name
Dasu Badri N.

Street Address 1 Street Address 2
c/o AcelRx Pharmaceuticals, Inc. 575 Cheasapeake Drive

City State/Province/Country ZIP/Postal Code
Redwood City CALIFORNIA 94063

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name
Welch James H.

Street Address 1 Street Address 2
c/o AcelRx Pharmaceuticals, Inc. 575 Cheasapeake Drive

City State/Province/Country ZIP/Postal Code
Redwood City CALIFORNIA 94063

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name
Schreck Thomas

Street Address 1 Street Address 2
c/o AcelRx Pharmaceuticals, Inc. 575 Cheasapeake Drive

City State/Province/Country ZIP/Postal Code

Redwood City CALIFORNIA 94063

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name
Hoffman Stephen J.

Street Address 1 Street Address 2
c/o AcelRx Pharmaceuticals, Inc. 575 Cheasapeake Drive

City State/Province/Country ZIP/Postal Code
Redwood City CALIFORNIA 94063

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name
Nohra Guy

Street Address 1 Street Address 2
c/o AcelRx Pharmaceuticals, Inc. 575 Cheasapeake Drive

City State/Province/Country ZIP/Postal Code
Redwood City CALIFORNIA 94063

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name
Rosen Howard B.

Street Address 1 Street Address 2
c/o AcelRx Pharmaceuticals, Inc. 575 Cheasapeake Drive

City State/Province/Country ZIP/Postal Code
Redwood City CALIFORNIA 94063

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name
Wan Mark

Street Address 1 Street Address 2
c/o AcelRx Pharmaceuticals, Inc. 575 Cheasapeake Drive

City State/Province/Country ZIP/Postal Code

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

4. Industry Group

 Agriculture**Banking & Financial Services** Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund Other Banking & Financial Services Business Services**Energy** Coal Mining Electric Utilities Energy Conservation Environmental Services Oil & Gas Other Energy**Health Care** Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care Manufacturing**Real Estate** Commercial Construction REITS & Finance Residential Other Real Estate Retailing Restaurants**Technology** Computers Telecommunications Other Technology**Travel** Airlines & Airports Lodging & Conventions Tourism & Travel Services Other Travel Other

5. Issuer Size

Revenue Range No Revenues \$1 - \$1,000,000 \$1,000,001 - \$5,000,000 \$5,000,001 - \$25,000,000 \$25,000,001 - \$100,000,000 Over \$100,000,000 Decline to Disclose Not Applicable**Aggregate Net Asset Value Range** No Aggregate Net Asset Value \$1 - \$5,000,000 \$5,000,001 - \$25,000,000 \$25,000,001 - \$50,000,000 \$50,000,001 - \$100,000,000 Over \$100,000,000 Decline to Disclose Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

 Rule 504(b)(1) (not (i), (ii) or (iii)) Rule 505 Rule 504 (b)(1)(i) Rule 506 Rule 504 (b)(1)(ii) Securities Act Section 4(6) Rule 504 (b)(1)(iii) Investment Company Act Section 3(c)

7. Type of Filing

 New Notice

Date of First Sale

2011-06-29

 First Sale Yet to Occur Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year?

Yes No

9. Type(s) of Securities Offered (select all that apply)

- Pooled Investment Fund Interests Equity
- Tenant-in-Common Securities Debt
- Mineral Property Securities Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?

Yes No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ USD

12. Sales Compensation

Recipient Recipient CRD Number None

(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code

State(s) of Solicitation All States

13. Offering and Sales Amounts

Total Offering Amount \$ USD Indefinite

Total Amount Sold \$ USD

Total Remaining to be Sold \$ USD Indefinite

Clarification of Response (if Necessary)

Promissory Notes in which \$3,000,000 dollars of which can be converted into Company Common Stock at a fixed conversion price of \$5.73; Warrants to purchase Common Stock and Common Stock issuable upon exercise of Warrants and conversion of Promissory Notes

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,

Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

2

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 0 USD Estimate

Finders' Fees \$ 0 USD Estimate

Clarification of Response (if Necessary)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0 USD Estimate

Clarification of Response (if Necessary)

Proceeds will be used for the ARX-01 Phase 3 clinical trial in addition to the general business purposes.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

- In submitting this notice, each Issuer named above is:
- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
 - Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
 - Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
ACELRX PHARMACEUTICALS	/s/ James H.	James H. Welch	Chief Financial	2011-07-13

PHARMACEUTICALS INC	Welch	James H. Welch	Officer	2011-07-13
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