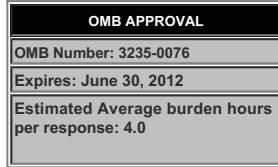


UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C.



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 CA ZIP/Postal Code 94063 Phone No. of Issuer 650-216-3500

3. Related Persons

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

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

Redwood City CA 94063

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name  
King Carter

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

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

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name  
Hamel Larry

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

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

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name  
Dasu Anil

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

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

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name  
Judge Linda

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

City State/Province/Country ZIP/Postal Code

Redwood City CA 94063

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name  
Weeks Mark B

Street Address 1 Street Address 2  
c/o Cooley Godward Kronish LLP 5 Palo Alto Square, 3000 El Camino Real

City State/Province/Country ZIP/Postal Code  
Palo Alto CA 94304

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name  
Rosen Howie

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

City State/Province/Country ZIP/Postal Code  
Redwood City CA 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 Alta Partners One Embarcadero Center, 37th Floor

City State/Province/Country ZIP/Postal Code  
San Francisco CA 94111

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name  
Sullivan Steve

Street Address 1 Street Address 2  
c/o Skyline Venture Partners 525 University Avenue, #520

City State/Province/Country ZIP/Postal Code

Palo Alto CA 94301

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name: Wan First Name: Mark Middle Name:

Street Address 1: c/o Three Arch Partners Street Address 2: 3200 Alpine Road

City: Portola Valley State/Province/Country: CA ZIP/Postal Code: 94028

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

4. Industry Group

- Agriculture, Banking & Financial Services, Business Services, Energy, Health Care, Manufacturing, Real Estate, Retailing, Restaurants, Technology, 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)

- |  |  |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505                            |
| <input type="checkbox"/> Rule 504 (b)(1)(i)                      | <input checked="" type="checkbox"/> Rule 506                 |
| <input type="checkbox"/> Rule 504 (b)(1)(ii)                     | <input type="checkbox"/> Securities Act Section 4(6)         |
| <input type="checkbox"/> Rule 504 (b)(1)(iii)                    | <input type="checkbox"/> Investment Company Act Section 3(c) |

## 7. Type of Filing

- New Notice      Date of First Sale             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)

- |  |   |
|--|---|
| <input type="checkbox"/> Pooled Investment Fund Interests  | <input checked="" type="checkbox"/> Equity  |
| <input type="checkbox"/> Tenant-in-Common Securities   | <input type="checkbox"/> Debt   |
| <input type="checkbox"/> Mineral Property Securities   | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> 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	<input type="text"/>	Recipient CRD Number	<input checked="" type="checkbox"/> None
(Associated) Broker or Dealer	<input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number	<input checked="" type="checkbox"/> None
Street Address 1	<input type="text"/>	Street Address 2	<input type="text"/>
City	<input type="text"/>	State/Province/Country	<input type="text"/>
		ZIP/Postal Code	<input type="text"/>
State(s) of Solicitation	<input type="text"/>	<input type="checkbox"/> 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)

## 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:

## 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 \$  USD  Estimate  
Finders' Fees \$  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.

\$  USD  Estimate

Clarification of Response (if Necessary)

**The proceeds will be used for general corporate 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
<b>ACELRX PHARMACEUTICALS INC</b>	<b>/s/ Mark B. Weeks</b>	<b>Mark B. Weeks</b>	<b>Secretary</b>	<b>2009-11-24</b>