

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

December 21, 2018

Remi Barbier
Chief Executive Officer
Pain Therapeutics, Inc.
7801 N. Capital of Texas Highway, Suite 260
Austin, TX 78731

Re: Pain Therapeutics, Inc.
Registration Statement on Form S-1
Filed December 18, 2018
File No. 333-228883

Dear Mr. Barbier:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Donald Field at 202-551-3680 with any questions.

Sincerely,

Division of Corporation Finance
Office of Healthcare & Insurance