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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
August 8, 2013

A.P. PHARMA, INC.
(Exact Name of Registrant as Specified in Charter)

Delaware	**001-33221**	**94-2875566**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

123 Saginaw Drive **Redwood City, CA**	**94063**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (650) 366-2626

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition

On August 8, 2013, A.P. Pharma, Inc. (the "Company") issued a press release announcing its financial results for the three months ended June 30, 2013 (the "Earnings Press Release"). A copy of the Earnings Press Release is furnished herewith as Exhibit 99.1.

The information set forth under Item 2.02 and in Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Earnings Press Release, dated August 8, 2013

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

A.P. PHARMA, INC.

Date: August 12, 2013

By: /s/ Stephen R. Davis
Executive Vice President and Chief Operating Officer

Exhibit Index

Exhibit No.	Description
99.1	Earnings Press Release, dated August 8, 2013

Exhibit 99.1

For Immediate Release

A.P. Pharma Announces Second Quarter 2013 Financial Results and Highlights Recent Corporate Progress

REDWOOD CITY, Calif. – August 8, 2013 – A.P. Pharma, Inc. (OTCBB: APPA.OB), a specialty pharmaceutical company, today reported financial results for the quarter ended June 30, 2013.

“Over the past couple of months, the new management team and Board of Directors have focused on advancing the Company and its lead program,” said Barry Quart, PharmD., A.P. Pharma’s Chief Executive Officer. “These activities included our evaluation of, and plan to address, the U.S. Food and Drug Administration’s Complete Response Letter received in March 2013 regarding our New Drug Application for APF530. We anticipate resubmitting the regulatory filing for APF530, our product candidate for the prevention of chemotherapy-induced nausea and vomiting, during the first quarter of 2014.”

“In addition to our financial results, today we announced our plans to rebrand and file for relisting of our common stock on the NASDAQ Capital Market, following a proposed reverse split of our common stock,” Dr. Quart continued. “We believe it is important to rebrand the Company’s identity as part of our recent corporate restructuring.”

Results of Operations

A.P. Pharma’s net loss for the second quarter of 2013 was $15.4 million, or $0.05 per share, compared to a net loss of $4.6 million, or $0.02 per share, for the second quarter of 2012. Loss from continuing operations was higher in the current fiscal quarter primarily due to increased spending related to manufacturing development expenses and higher personnel costs, including stock compensation expense.

Cash and cash equivalents as of June 30, 2013 were $34.8 million, compared to $53.5 million at December 31, 2012. Net cash used in operating activities was $18.8 million for the six months ended June 30, 2013. The Company believes that its current cash resources are sufficient to fund its operations into 2014.

About APF530

A.P. Pharma’s lead product candidate, APF530, is being developed for the prevention of both acute- and delayed-onset chemotherapy-induced nausea and vomiting (CINV). One of the most debilitating side effects of cancer chemotherapy, CINV is a leading cause of premature discontinuation of treatment. There is only one injectable 5-HT3 antagonist approved for the prevention of delayed-onset CINV. APF530 contains the 5-HT3 antagonist granisetron formulated in the Company’s proprietary Biochronomer™ drug delivery system, which allows therapeutic drug levels to be maintained for five days with a single subcutaneous injection. Currently available intravenous and oral formulations of granisetron are approved only for the prevention of acute-onset CINV. Granisetron was selected for APF530 because it is widely prescribed by physicians based on a well-established record of safety and efficacy.

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About A.P. Pharma

A.P. Pharma is a specialty pharmaceutical company developing products using its proprietary Biochronomer™ polymer-based drug delivery platform. This drug delivery platform is designed to improve the therapeutic profile of injectable pharmaceuticals by converting them from products that must be injected once or twice per day to products that need to be injected only once every one or two weeks. The Company's lead product candidate, APF530, is being developed for the prevention of both acute- and delayed-onset chemotherapy-induced nausea and vomiting. For further information, please visit the Company's web site at www.appharma.com.

(financial tables follow)

A.P. Pharma, Inc.
Condensed Statements of Operations
(in thousands, except per share amounts)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Operating expenses:				
Research and development	$ 10,531	$ 3,067	$ 17,303	$ 6,396
General and administrative	4,678	1,313	10,659	2,753
Total operating expenses	15,209	4,380	27,962	9,149
Operating loss	(15,209)	(4,380)	(27,962)	(9,149)
Interest expense, net	(204)	(146)	(405)	(207)
Loss from continuing operations	(15,413)	(4,526)	(28,367)	(9,356)
Loss from discontinued operations	—	(43)	—	(134)
Net loss	$ (15,413)	$ (4,569)	$ (28,367)	$ (9,490)
Basic and diluted net loss per share:				
Loss from continuing operations	$ (0.05)	$ (0.02)	$ (0.09)	$ (0.05)
Net loss	$ (0.05)	$ (0.02)	$ (0.09)	$ (0.05)
Shares used to compute basic and diluted net loss per share	305,690	200,112	305,384	200,079

A.P. Pharma, Inc.
Condensed Balance Sheets
(in thousands)
(Unaudited)

	June 30, 2013	December 31, 2012
Assets		
Current assets:		
Cash and cash equivalents	$ 34,849	$ 53,506
Prepaid expenses and other current assets	360	584
Total current assets	35,209	54,090
Property and equipment, net	2,733	1,752
Other long-term assets	148	130
Total assets	$ 38,090	$ 55,972
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 5,350	$ 1,912
Accrued expenses	3,488	1,750
Convertible notes payable to related parties, net of discount	754	492
Total current liabilities	9,592	4,154
Stockholders' equity:		
Common stock	3,060	3,024
Additional paid-in capital	237,392	232,381
Accumulated deficit	(211,954)	(183,587)
Total stockholders' equity	28,498	51,818
Total liabilities and stockholders' equity	$ 38,090	$ 55,972

Forward-looking Statements

This news release contains "forward-looking statements" as defined by the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve risks and uncertainties, including uncertainties associated with the potential approval of APF530 and the potential timing for such approval, if approved at all, the projected timing for the commercial launch of APF530, if approved, as well as risks relating to satisfaction of listing standard for the relisting of the common stock on NASDAQ, capital resources and liquidity, satisfactory completion of clinical studies, progress in research and development programs, successful launch and acceptance of new products and other risks and uncertainties identified in the Company's filings with the Securities and Exchange Commission. We caution investors that forward-looking statements reflect our analysis only on their stated date. We do not intend to update them except as required by law.

Contacts

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and

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