

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

**FORM S-8
REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933**

A.P. Pharma, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

123 Saginaw Drive, Redwood City, California
(Address of Principal Executive Offices)

94-2875566
(I.R.S. Employer
Identification No.)

94063
(Zip Code)

Inducement Option Grants Outside of a Plan
(Full title of the plan)

Stephen R. Davis
Executive Vice President,
Chief Operating Officer
A.P. Pharma, Inc.
123 Saginaw Drive
Redwood City, California 94063
(Name and address of agent for service)

(650) 366-2626
(Telephone number, including area code, of agent for service)

Copy to:

Ryan Murr, Esq.
Ropes & Gray LLP
Three Embarcadero Center
San Francisco, CA 94111
(415) 315-6300

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One)

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities To be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.01 per share	825,000(2)	\$0.75	\$618,750	\$84
Common Stock, par value \$0.01 per share	322,049(3)	\$0.36	\$115,938	\$16
Common Stock, par value \$0.01 per share	7,138,892(4)	\$0.36	\$2,570,001	\$351
Common Stock, par value \$0.01 per share	916,667(4)	\$0.36	\$330,000	\$45
Common Stock, par value \$0.01 per share	916,666(4)	\$0.36	\$330,000	\$45
Common Stock, par value \$0.01 per share	916,667(4)	\$0.36	\$330,000	\$45
Common Stock, par value \$0.01 per share	3,250,000(5)	\$0.53	\$1,722,500	\$235
Common Stock, par value \$0.01 per share	68,543(6)	\$0.75	\$51,407	\$7
Common Stock, par value \$0.01 per share	1,791,667(7)	\$0.36	\$645,000	\$88
Common Stock, par value \$0.01 per share	1,047,890(8)	\$0.77	\$806,875	\$110
Common Stock, par value \$0.01 per share	562,500(9)	\$0.36	\$202,500	\$28
Common Stock, par value \$0.01 per share	671,875(10)	\$0.36	\$241,875	\$33
Common Stock, par value \$0.01 per share	95,833(11)	\$0.75	\$71,875	\$10

Common Stock, par value \$0.01 per share	895,833(12)	\$0.36	\$322,500	\$44
Common Stock, par value \$0.01 per share	592,500(13)	\$0.75	\$444,375	\$61
Common Stock, par value \$0.01 per share	143,750(14)	\$0.75	\$107,813	\$15
Common Stock, par value \$0.01 per share	10,138,892(15)	\$0.36	\$3,650,001	\$498
Common Stock, par value \$0.01 per share	3,750,000(15)	\$0.36	\$1,350,000	\$184
Common Stock, par value \$0.01 per share	3,750,000(15)	\$0.36	\$1,350,000	\$184
Common Stock, par value \$0.01 per share	3,750,000(15)	\$0.36	\$1,350,000	\$184
Common Stock, par value \$0.01 per share	1,719,454(16)	\$0.62	\$1,066,061	\$145
Common Stock, par value \$0.01 per share	19,658(17)	\$0.75	\$14,744	\$2
Common Stock, par value \$0.01 per share	10,138,892(18)	\$0.36	\$3,650,001	\$498
Common Stock, par value \$0.01 per share	3,750,000(18)	\$0.36	\$1,350,000	\$184
Common Stock, par value \$0.01 per share	3,750,000(18)	\$0.36	\$1,350,000	\$184
Common Stock, par value \$0.01 per share	3,750,000(18)	\$0.36	\$1,350,000	\$184
Common Stock, par value \$0.01 per share	671,875(19)	\$0.36	\$241,875	\$33
Common Stock, par value \$0.01 per share	76,667(20)	\$0.75	\$57,500	\$8
Common Stock, par value \$0.01 per share	1,431,168(21)	\$0.75	\$1,073,376	\$146
Common Stock, par value \$0.01 per share	916,669(22)	\$0.36	\$330,001	\$45
TOTALS	67,769,607		\$27,094,968	\$3,696

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminable number of additional shares of Common Stock that may become issuable pursuant to terms designed to prevent dilution resulting from stock splits, stock dividends or similar events
- (2) Represents shares of Common Stock reserved for issuance upon the exercise of inducement options granted on February 8, 2013 to Michael Adam in connection with his employment.
- (3) Represents shares of Common Stock reserved for issuance upon the exercise of inducement options granted on May 1, 2013 to Gianni Amato in connection with his employment.
- (4) Represents shares of Common Stock reserved for issuance upon the exercise of inducement options granted on May 1, 2013 to Stephen Davis in connection with his employment.
- (5) Represents shares of Common Stock reserved for issuance upon the exercise of inducement options granted on December 3, 2012 to Mark Gelder in connection with his employment.
- (6) Represents shares of Common Stock reserved for issuance upon the exercise of inducement options granted on February 8, 2013 to Mark Gelder in connection with his employment.
- (7) Represents shares of Common Stock reserved for issuance upon the exercise of inducement options granted on May 1, 2013 to Mark Gelder in connection with his employment.
- (8) Represents shares of Common Stock reserved for issuance upon the exercise of inducement options granted on February 4, 2013 to Jesse Hollingsworth in connection with his employment.
- (9) Represents shares of Common Stock reserved for issuance upon the exercise of inducement options granted on May 1, 2013 to Jesse Hollingsworth in connection with his employment.
- (10) Represents shares of Common Stock reserved for issuance upon the exercise of inducement options granted on May 1, 2013 to Daniel Martin in connection with his employment.
- (11) Represents shares of Common Stock reserved for issuance upon the exercise of inducement options granted on February 8, 2013 to Daniel Martin in connection with his employment.
- (12) Represents shares of Common Stock reserved for issuance upon the exercise of inducement options granted on May 1, 2013 to Thomas Ottoboni in connection with his employment.
- (13) Represents shares of Common Stock reserved for issuance upon the exercise of inducement options granted on February 8, 2013 to Thomas Ottoboni in connection with his employment.
- (14) Represents shares of Common Stock reserved for issuance upon the exercise of inducement options granted on February 8, 2013 to Thomas Pitler in connection with his employment.
- (15) Represents shares of Common Stock reserved for issuance upon the exercise of inducement options granted on May 1, 2013 to Barry Quart in connection with his employment.
- (16) Represents shares of Common Stock reserved for issuance upon the exercise of inducement options granted on October 15, 2012 to Robert Rosen in connection with his employment.
- (17) Represents shares of Common Stock reserved for issuance upon the exercise of inducement options granted on February 8, 2013 to Robert Rosen in connection with his employment.
- (18) Represents shares of Common Stock reserved for issuance upon the exercise of inducement options granted on May 1, 2013 to Robert Rosen in connection with his employment.
- (19) Represents shares of Common Stock reserved for issuance upon the exercise of inducement options granted on May 1, 2013 to Joel Schaedler in connection with his employment.
- (20) Represents shares of Common Stock reserved for issuance upon the exercise of inducement options granted on February 8, 2013 to Joel Schaedler in connection with his employment.
- (21) Represents shares of Common Stock reserved for issuance upon the exercise of inducement options granted on February 8, 2013 to John Whelan in connection with his employment.
- (22) Represents shares of Common Stock reserved for issuance upon the exercise of inducement options granted on July 1, 2013 to Kenneth Hoglund in connection with his employment.

EXPLANATORY NOTE

This Registration Statement registers: (1) 825,000 shares reserved for issuance upon the exercise of inducement options granted on February 8, 2013 to Michael Adam in connection with his employment; (2) 322,049 shares reserved for issuance upon the exercise of inducement options granted on May 1, 2013 to Gianni Amato in connection with his employment; (3) 9,888,892 shares reserved for issuance upon the exercise of inducement options granted on May 1, 2013 to Stephen Davis in connection with his employment; (4) 3,250,000 shares reserved for issuance upon the exercise of inducement options granted on December 3, 2012 to Mark Gelder in connection with his employment; (5) 68,543 shares reserved for issuance upon the exercise of inducement options granted on February 8, 2013 to Mark Gelder in connection with his employment; (6) 1,791,667 shares reserved for issuance upon the exercise of inducement options granted on May 1, 2013 to Mark Gelder in connection with his employment; (7) 1,047,890 shares reserved for issuance upon the exercise of inducement options granted on February 4, 2013 to Jesse Hollingsworth in connection with his employment; (8) 562,500 shares reserved for issuance upon the exercise of inducement options granted on May 1, 2013 to Jesse Hollingsworth in connection with his employment; (9) 671,875 shares reserved for issuance upon the exercise of inducement options granted on May 1, 2013 to Daniel Martin in connection with his employment; (10) 95,833 shares reserved for issuance upon the exercise of inducement options granted on February 8, 2013 to Daniel Martin in connection with his employment; (11) 895,833 shares reserved for issuance upon the exercise of inducement options granted on May 1, 2013 to Thomas Ottoboni in connection with his employment; (12) 592,500 shares reserved for issuance upon the exercise of inducement options granted on February 8, 2013 to Thomas Ottoboni in connection with his employment; (13) 143,750 shares reserved for issuance upon the exercise of inducement options granted on February 8, 2013 to Thomas Pitler in connection with his employment; (14) 21,388,892 shares reserved for issuance upon the exercise of inducement options granted on May 1, 2013 to Barry Quart in connection with his employment; (15) 9,354,840 shares reserved for issuance upon the exercise of inducement options granted on October 15, 2012 to Robert Rosen in connection with his employment; (16) 335,417 shares reserved for issuance upon the exercise of inducement options granted on February 8, 2013 to Robert Rosen in connection with his employment; (17) 21,388,892 shares reserved for issuance upon the exercise of inducement options granted on May 1, 2013 to Robert Rosen in connection with his employment; (18) 671,875 shares reserved for issuance upon the exercise of inducement options granted on May 1, 2013 to Joel Schaedler in connection with his employment; (19) 76,667 shares reserved for issuance upon the exercise of inducement options granted on February 8, 2013 to Joel Schaedler in connection with his employment; (20) 1,431,168 shares reserved for issuance upon the exercise of inducement options granted on February 8, 2013 to John Whelan in connection with his employment; and (21) 916,669 shares reserved for issuance upon the exercise of inducement options granted on July 1, 2013 to Kenneth Hogle in connection with his employment.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended, and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed with the SEC by the Company are incorporated by reference in this Registration Statement:

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, filed with the SEC on March 1, 2013, as amended on April 30, 2013;
- (b) The Company's Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2013 and June 30, 2013;
- (c) The Company's Current Reports on Forms 8-K filed with the SEC on January 4, 2013, January 7, 2013, March 5, 2013, March 28, 2013, May 6, 2013, June 13, 2013 and July 9, 2013 (in each case, not including any information furnished under Items 2.02 or 7.01 of Form 8-K, including the related exhibits, which information is not incorporated by reference herein);
- (d) The description of the Company's Common Stock contained in the registration statement on Form 8-A filed with the Commission on August 7, 1987 pursuant to Section 12 of the Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating that description; and
- (e) All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement. Under no circumstances will any information filed under items 2.02 or 7.01 of Form 8-K be deemed to be incorporated by reference unless such Form 8-K expressly provides to the contrary.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

The Registrant has the power to indemnify its officers and directors against liability for certain acts pursuant to Section 145 of the General Corporation Law of the State of Delaware. Section B of Article VI of the Registrant's Certificate of Incorporation provides:

“(1) Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a “proceeding”), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer, of the Corporation or is or was serving at the request of the Corporation, as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation. The right to indemnification conferred in this Section B shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the General Corporation Law of the State of Delaware requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

(2) Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Section B shall not be exclusive of any other rights which any person may have or hereafter acquire under any statute, provisions of this Certificate of Incorporation, Bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

(3) Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under Delaware General Corporation Law.”

The Registrant has obtained a liability insurance policy for the officers and directors that, subject to certain limitations, terms and conditions, will insure them against losses arising from wrongful acts (as defined by the policy) in their capacity as directors and officers.

In addition, the Registrant has entered into agreements to indemnify its directors and certain officers in addition to the indemnification provided for in the Certificate of Incorporation and Bylaws. These agreements, among other things, indemnify the Registrant's directors and certain of its officers for certain expenses (including attorneys' fees), judgments, fines and settlement amounts incurred by such person in any action or proceeding, including any action by or in the right of the Registrant, on account of services as a director or officer of the Registrant or as a director or officer, of any subsidiary of the Registrant, or as a director or officer of any other company or enterprise that the person provides services to at the request of the Registrant.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

A list of exhibits filed with this Registration Statement is set forth in the Exhibit Index and is incorporated herein by reference.

Item 9. Undertakings

A. The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement;

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs A(1)(i) and A(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Redwood City, State of California, on August 9, 2013.

A.P. Pharma, Inc.

/s/ Stephen R. Davis

Stephen R. Davis
Chief Operating Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENT, that each person whose signature appears below does hereby constitute and appoints Stephen R. Davis and Barry D. Quart, with full power of substitution, such person's true and lawful attorney-in-fact and agent for such person in such person's name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement on Form S-8 and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same as fully, to all intents and purposes, as he or such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<u>/s/ Barry D. Quart</u> Barry D. Quart	Chief Executive Officer and Director (Principal Executive Officer)	August 9, 2013
<u>/s/ John Whelan</u> John Whelan	Chief Financial Officer (Principal Financial Officer, Principal Accounting Officer)	August 9, 2013
<u>/s/ Kevin C. Tang</u> Kevin C. Tang	Chairman of the Board of Directors	August 9, 2013
<u>/s/ Stephen R. Davis</u> Stephen R. Davis	Executive Vice President, Chief Operating Officer and Director	August 9, 2013
<u>/s/ Robert Rosen</u> Robert Rosen	President and Director	August 9, 2013

INDEX TO EXHIBITS

<u>Item No.</u>	<u>Description of Item</u>
4.1	Copy of Specimen Common Stock Certificate (1)
5.1	Opinion of Ropes & Gray LLP
23.1	Consent of OUM & Co. LLP
23.2	Consent of Ropes & Gray LLP (included in Exhibit 5.1 above)
24.1	Power of Attorney (included on the signature page)
99.1	Form of Non-Qualified Stock Option Agreement (2)
99.2	2007 Equity Incentive Plan (3)

(1) Filed as Exhibit 4.1 to Registrant's Registration Statement on Form S-3 (Registration No. 333-162968) filed November 6, 2009, and incorporated herein by reference.

(2) Filed as Exhibit 10-AL to Registrant's Quarterly Report on Form 10-Q filed August 8, 2013, and incorporated herein by reference.

(3) Filed as Exhibit A to Registrant's Definitive Proxy on Schedule 14A filed June 3, 2011, and incorporated herein by reference.



ROPES & GRAY LLP
THREE EMBARCADERO CENTER
SAN FRANCISCO, CA 94111-4006
WWW.ROPESGRAY.COM

August 9, 2013

A.P. Pharma, Inc.
123 Saginaw Drive
Redwood City, California 94063

Ladies and Gentlemen:

This opinion is furnished to you in connection with a registration statement on Form S-8 (the "Registration Statement"), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, for the registration of an aggregate of 67,769,607 shares of Common Stock, \$0.01 par value (the "Shares"), of AP Pharma, Inc., a Delaware corporation (the "Company"), which were granted to certain employees as inducement awards in connection with such employees employment (collectively, the "Inducement Awards").

For purposes of our opinion, we have examined and relied upon such documents, records, certificates and other instruments as we have deemed necessary. The opinions expressed below are limited to the Delaware General Corporation Law, including the applicable provisions of the Delaware Constitution and the reported cases interpreting those laws.

For purposes of the opinion expressed below, we have assumed that a sufficient number of authorized but unissued shares of the Company's Common Stock will be available for issuance when the Shares are issued.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when the Shares have been issued and sold in accordance with the respective Inducement Awards, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. Our consent shall not be deemed an admission that we are experts whose consent is required under Section 7 of the Securities Act of 1933 or the rules and regulations of the Securities and Exchange Commission thereunder.

It is understood that this opinion is to be used only in connection with the offer and sale of Shares while the Registration Statement is in effect.

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8, pertaining to the Inducement Options Grants Outside of a Plan, of our reports dated February 28, 2013 relating to the financial statements and the effectiveness of internal control over financial reporting of A.P. Pharma, Inc., included in its Annual Report on Form 10-K for the year ended December 31, 2012, filed with the Securities and Exchange Commission.

/s/ OUM & Co. LLP

San Francisco, California
August 8, 2013