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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

Date of Report (Date of earliest event reported) February 23, 2011

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**A.P. Pharma, Inc.**

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction  
of incorporation)

001-33221  
(Commission File Number)

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

123 Saginaw Drive  
Redwood City CA  
(Address of principal executive offices)

94063  
(Zip Code)

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

N/A  
(Former name or former address, if changed since last report)

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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))
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**ITEM 5.02      Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On February 23, 2011, Stephen R. Davis, Director resigned his position as a member of the Board of Directors of A.P. Pharma, Inc. (the "Company"), effective February 23, 2011, due to a difference of opinion related to the Company's strategy for raising additional capital. Mr. Davis also held the position of Chairman of the Audit and Finance Committee.

A copy of the letter of resignation is being filed herewith as Exhibit 99.1.

**ITEM 9.01      Financial Statements and Exhibits**

(d) Exhibits.

**Exhibit No.      Document Description**

99.1              Letter of Resignation from Stephen R. Davis dated February 23, 2011.

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**SIGNATURE**

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: February 28, 2011

*/s/ John B. Whelan*

John B. Whelan

Acting Chief Executive Officer

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February 23, 2011

John Whelan  
Acting Chief Executive Officer, A.P. Pharma, Inc.  
123 Saginaw Drive  
Redwood City CA 94063

Dear John,

As we both know, the hurdles to success in this industry are many and varied and reasonable minds may differ over how best to navigate the obstacles. As we have discussed, I have a different perspective from the majority of the Board regarding the path AP Pharma has taken and continues on today with respect to capital raising activities. While I wish the best for you, the Company and the rest of the Board, I hereby tender my resignation from the Board of Directors of AP Pharma, effective immediately.

Best regards,

/s/ Steve Davis

Steve Davis

cc: Paul Goddard, Chairman of the Board of Directors, A.P. Pharma