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) February 28, 2013

A.P. Pharma, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-33221**	**94-2875566**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(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)

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 March 1, 2013, A.P. Pharma, Inc. (the "Company") reported its results of operations for the quarter and year ended December 31, 2012. A copy of the press release is furnished as Exhibit 99.2 to this Current Report on Form 8-K (the "Report"). The press release should be read in conjunction with the note regarding forward-looking statements, which is included in the text of the press release.

The information in this Item 2.02 and attached as Exhibit 99.2 to this Report will not be treated as "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section. This information will not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or into another filing under the Exchange Act, unless that filing expressly incorporates this information by reference.

ITEM 8.01 Other Events.

On February 28, 2013, the Company announced the appointment of Jesse Hollingsworth as Vice President of Sales.

ITEM 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Document Description
99.1	Press Release dated February 28, 2013
99.2	Press Release dated March 1, 2013

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: March 5, 2013

/s/ John B. Whelan

John B. Whelan
President, Chief Executive Officer and Chief Financial Officer

Exhibit 99.1

For Immediate Release

A.P. Pharma Appoints Jesse Hollingsworth
as Vice President of Sales

REDWOOD CITY, Calif. – February 28, 2013 – A.P. Pharma, Inc. (OTCBB: APPA) today announced the appointment of Jesse Hollingsworth as vice president of sales.

“Jesse brings over a decade of highly relevant oncology sales experience, including a significant amount of knowledge working with group purchasing organizations,” said Robert Rosen, A.P. Pharma’s chief commercial officer. “Over the past several months, A.P. Pharma has been focused on recruiting key additions to our management team, and Jesse’s experience in oncology sales will provide insights into the sales program for our lead product candidate, APF530, which is being developed for the prevention of acute- and delayed-onset chemotherapy-induced nausea and vomiting. We are thrilled to have Jesse join us and look forward to his contributions to our executive team.”

Most recently, Mr. Hollingsworth served as the Senior Director of Group Purchasing Organizations (GPO) and Trade Strategy at Dendreon where he developed and implemented the company’s national GPO strategy. During this time, he was also responsible for building and managing relationships with top community oncologists for the company. Prior to his work at Dendreon, Mr. Hollingsworth was the Senior Director of Strategic Business Development and Marketing at ION Solutions, an Amerisource Bergen Specialty Group where he focused on GPO, payer and practice solutions. Earlier, he worked at Amgen, Inc., where, as the Marketing Director for the oncology business unit, Mr. Hollingsworth was responsible for US reimbursement and access programs for the Neulasta®, Neupogen® and Vectibix® franchises. Mr. Hollingsworth received a B.S. in Journalism and Communications from the University of Florida and a Master of Health Administration from the University of South Florida.

About APF530

A.P. Pharma’s lead product, 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, so this indication represents an area of particular unmet medical need. APF530 contains the 5-HT3 antagonist granisetron

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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.

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, APF530, is being developed for the prevention of both acute- and delayed-onset chemotherapy-induced nausea and vomiting. A.P. Pharma resubmitted its New Drug Application (NDA) for APF530 to the U.S. Food and Drug Administration in September 2012 and has been assigned a Prescription Drug User Fee Act (PDUFA) action date of March 27, 2013. For further information, please visit the Company's web site at www.appharma.com.

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, as well as risks relating to capital resources and liquidity, satisfactory completion of clinical studies, progress in research and development programs, 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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A.P. Pharma, Inc.
John B. Whelan, President and Chief Executive Officer
Office Phone: 650-366-2626

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For Immediate Release

A.P. Pharma Announces Fourth Quarter and Full Year 2012 Financial Results and Highlights Recent Corporate Progress

REDWOOD CITY, Calif. – March 1, 2013 – A.P. Pharma, Inc. (OTCBB: APPA.OB), a specialty pharmaceutical company, today reported fourth quarter and full year 2012 financial results and highlighted recent corporate progress.

“We achieved several critical objectives in 2012, highlighted by the resubmission of our New Drug Application for APF530 to FDA in September. Additionally, we have made a number of key appointments to the management team as we prepare for commercialization of APF530.” said John B. Whelan, A.P. Pharma’s President and Chief Executive Officer.

Recent Accomplishments

- On September 28, 2012, the Company announced that it had resubmitted its New Drug Application (NDA) to the U.S. Food and Drug Administration (FDA) for APF530, its lead product candidate for the prevention of acute- and delayed-onset chemotherapy-induced nausea and vomiting.
- On October 16, 2012, the Company announced that its NDA for APF530 was accepted for review by the FDA, with a Prescription Drug User Fee Act (PDUFA) action date of March 27, 2013.
- On October 18, 2012, the Company announced the appointment of Robert Rosen as Senior Vice President and Chief Commercial Officer.
- On December 13, 2012, the Company announced the appointment of Mark S. Gelder, M.D. as Senior Vice President and Chief Medical Officer.

Results of Operations

A.P. Pharma’s net loss for the fourth quarter of 2012 was $7.7 million, or $0.03 per share, compared to a net loss of $4.3 million, or $0.02 per share, for the fourth quarter of 2011. Loss from continuing operations was higher in the 2012 quarter primarily due to increased spending related to the NDA resubmission and higher personnel-related expenses, including stock compensation expense. Income from discontinued operations of $1.1 million was due to an accrual reversal as a result of an arbitrator ruling that no amounts were owed to Amcol for a gross profit guaranty. Net loss for the fiscal year 2012 was $23.3 million, or $0.10 per share, compared with a net loss of $11.8 million, or $0.10 per share, for 2011.

Cash and cash equivalents as of December 31, 2012 were $53.5 million, compared to $18.0 million at December 31, 2011. Net cash used in operating activities was $17.0 million for the twelve months ended December 31, 2012. The Company believes that its current cash resources are sufficient to fund its operations into 2014.

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About APF530

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(financial tables follow)

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

	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2012	2011	2012	2011
Contract revenue	$ —	$ —	$ —	$ 646
Operating expenses:				
Research and development	5,023	2,855	15,045	8,207
General and administrative	3,605	1,263	8,786	3,501
Total operating expenses	8,628	4,118	23,831	11,708
Operating loss	(8,628)	(4,118)	(23,831)	(11,062)
Interest expense, net	(197)	(47)	(599)	(373)
Loss from continuing operations	(8,825)	(4,165)	(24,430)	(11,435)
Income (loss) from discontinued operations	1,088	(96)	1,082	(379)
Net loss	$ (7,737)	$ (4,261)	$ (23,348)	$ (11,814)
Basic and diluted net loss per share:				
Loss from continuing operations	$ (0.03)	$ (0.02)	$ (0.10)	$ (0.10)
Net loss	$ (0.03)	$ (0.02)	$ (0.10)	$ (0.10)
Shares used to compute basic and diluted net loss per share	302,221	200,035	244,458	120,263

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

	December 31, 2012	December 31, 2011
Assets		
Current assets:		
Cash and cash equivalents	$ 53,506	$ 17,974
Prepaid expenses and other current assets	584	266
Total current assets	54,090	18,240
Property and equipment, net	1,752	1,075
Other long-term assets	130	130
Total assets	$ 55,972	$ 19,445
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 1,912	$ 1,010
Accrued expenses	1,750	1,498
Accrued disposition costs	—	1,082
Convertible notes payable to related parties, net of discount	492	103
Total current liabilities	4,154	3,693
Stockholders' equity:		
Common stock	3,024	2,002
Additional paid-in capital	232,381	173,989
Accumulated deficit	(183,587)	(160,239)
Total stockholders' equity	51,818	15,752
Total liabilities and stockholders' equity	$ 55,972	$ 19,445

Forward-looking Statements

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