

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): March 24, 2008

QUESTCOR PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in Charter)

California
(State or Other Jurisdiction
of Incorporation)

001-14758
(Commission File Number)

33-0476164
(I.R.S. Employer
Identification No.)

3260 Whipple Road Union City, California
(Address of Principal Executive Offices)

94587
(Zip Code)

Registrant's telephone number, including area code: **(510) 400-0700**

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))
-
-

TABLE OF CONTENTS

[Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year](#)

[Item 9.01. Financial Statements and Exhibits](#)

[SIGNATURE](#)

[EXHIBIT INDEX](#)

[EXHIBIT 3.1](#)

[Table of Contents](#)

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On March 24, 2008, the California Secretary of State accepted and approved the amended and restated articles of incorporation (the “Amended and Restated Articles”) of Questcor Pharmaceuticals, Inc. (the “Company”). The Board of Directors of the Company approved the Amended and Restated Articles, which eliminated any reference to the Series A Preferred Stock. As previously disclosed, the Company repurchased all of the shares of the Series A Preferred Stock, which were previously held by Shire Pharmaceuticals, Inc.

The foregoing description of the Amended and Restated Articles of Incorporation is qualified in its entirety by reference to the Amended and Restated Articles, which are attached hereto as Exhibit 3.1 and incorporated herein by this reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<i>Exhibit Number</i>	<i>Description</i>
3.1	Amended and Restated Articles of Incorporation of Questcor Pharmaceuticals, Inc.

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.

Date: March 26, 2008

QUESTCOR PHARMACEUTICALS, INC.

By: /s/ George Stuart

George Stuart

Senior Vice President, Finance and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amended and Restated Articles of Incorporation of Questcor Pharmaceuticals, Inc.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
QUESTCOR PHARMACEUTICALS, INC.**

Don Bailey and George Stuart hereby certify that:

ONE: They are the duly elected and acting President and Chief Executive Officer and Senior Vice President of Finance and Chief Financial Officer, respectively, of Questcor Pharmaceuticals, Inc., a California corporation (the "Corporation").

TWO: On February 20, 2008, the Corporation repurchased all of its issued and outstanding Series A Preferred Stock. Therefore, under Section 510(f) of the California Corporations Code, the Board of Directors of the Corporation hereby amends and restates the Articles of Incorporation of this Corporation in their entirety to read in full as follows:

I.

The name of the Corporation is **QUESTCOR PHARMACEUTICALS, INC.** (the "Corporation").

II.

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporation Code.

III.

A. This Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is one hundred ten million three hundred thirty-four thousand two hundred eighty-five (110,334,285), one hundred five million (105,000,000) shares of which shall be Common Stock (the "Common Stock") and five million three hundred thirty-four thousand two hundred eighty five (5,334,285) shares of which shall be Preferred Stock (the "Preferred Stock").

B. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, within the limitations and restrictions stated in these Amended and Restated Articles of Incorporation, to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series prior or subsequent to the issue of shares of that series, but not below the number of shares of such series then outstanding. In case

the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

IV.

A. The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

B. The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the General Corporation Law of California) for breach of duty to the Corporation and its shareholders through bylaw provisions or through agreements with agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the General Corporation Law of California, subject to the limits on such excess indemnification set forth in Section 204 of the General Corporation Law of California. If, after the effective date of this Article, California law is amended in a manner which permits a corporation to limit the monetary or other liability of its directors or to authorize indemnification of, or advancement of such defense expenses to, its directors or other persons, in any such case to a greater extent than is permitted on such effective date, the references to this Article to "California law" shall to that extent be deemed to refer to California law as so amended.

C. Any repeal or modification of this Article shall only be prospective and shall not affect the rights under this Article in effect at the time of the alleged occurrence of any action or omission to act giving rise to liability.

THREE: The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the Board of Directors of this Corporation in accordance with Section 510(f) of the California Corporations Code.

The undersigned, Don Bailey and George Stuart, the President and Chief Executive Officer and Senior Vice President and Chief Financial Officer, respectively, of QUESTCOR PHARMACEUTICALS, INC., declare under penalty of perjury under the laws of the State of California that the matters set out in the foregoing Certificate are true and correct of their own knowledge.

Executed at Union City, California on March 03, 2008.

/s/ Don Bailey

Don Bailey, President and Chief Executive Officer

/s/ George Stuart

George Stuart, Senior Vice President of Finance and
Chief Financial Officer