

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

FORM S-8
REGISTRATION STATEMENT

Under
The Securities Act of 1933

QUESTCOR PHARMACEUTICALS, INC.

(Exact name of Registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation or organization)

Questcor Pharmaceuticals, Inc.
3260 Whipple Road
Union City, California 94587

33-0476164
(I.R.S. Employer
Identification Number)

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

2003 EMPLOYEE STOCK PURCHASE PLAN
(Full title of the plan)

George Stuart
Senior Vice-President, Finance and Chief Financial Officer
Questcor Pharmaceuticals, Inc.
3260 Whipple Road
Union City, CA 94587
(510) 400-0700

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:
Michael H. Mulroy
Stradling Yocca Carlson & Rauth
a Professional Corporation
660 Newport Center Drive, Suite 1600
Newport Beach, CA 92660
(949) 725-4000

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, no par value(3)	500,000 shares(4)	\$4.88	\$2,440,000	\$95.89

- (1) Pursuant to Rule 416(a), also registered hereunder are an indeterminate number of shares which may become issuable pursuant to the anti-dilution adjustment provisions of the Registrant's 2003 Employee Stock Purchase Plan.
- (2) In accordance with Rule 457(h), the aggregate offering price of the 500,000 additional shares of Common Stock registered hereby is estimated, solely for purposes of calculating the registration fee, on the basis of the price of securities of the same class, as determined in accordance with Rule 457(c), using the average of the high and low prices reported by The Nasdaq Capital Market for the common stock on June 2, 2008, which was \$4.88.
- (3) Shares available for issuance under the 2003 Employee Stock Purchase Plan.
- (4) Additional shares eligible for issuance under the 2003 Employee Stock Purchase Plan. An aggregate of 900,000 shares of the Registrant's common stock have been previously registered for issuance under the Plan pursuant to a Registration Statement on Form S-8 filed on May 30, 2003 (File No. 333-105694), and an additional 1,500,000 shares of the Registrant's common stock have previously been registered for issuance under the Plan pursuant to Registration Statements on Form S-8 filed June 8, 2006 (File No. 333-134878).

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EXPLANATORY NOTE

This Registration Statement has been prepared in accordance with General Instruction E to Form S-8 and relates to an increase of 500,000 shares of common stock of Questcor Pharmaceuticals, Inc. (the "Registrant") reserved for issuance under the Registrant's 2003 Employee Stock Purchase Plan (the "Plan"), authorized pursuant to an increase approved by the Board of Directors on February 28, 2008 and by the Shareholders at the annual meeting held on May 29, 2008. 900,000 shares of the Registrant's common stock have been previously registered for issuance under the Plan pursuant to a Registration Statement on Form S-8 filed on May 30, 2003 (File No. 333-105694), and an additional 1,500,000 shares of the Registrant's common stock have been previously registered for issuance under the Plan pursuant to Registration Statements on Form S-8 filed June 8, 2006 (File No. 333-134878).

PART II
INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The contents of the Registrant's previously filed Registration Statements on Forms S-8 (File Nos. 333-105694 and 333-134878) relating to shares issued under the Registrant's 2003 Employee Stock Purchase Plan are hereby incorporated by reference.

ITEM 8. EXHIBITS.

Exhibit Number	Description of Document
4.1	Certificate of Determination of Series C Junior Participating Preferred Stock of the Company (filed as an exhibit to the Company's Current Report on Form 8-K filed on February 14, 2003, and incorporated herein by reference).
4.2	Amended and Restated Bylaws of Questcor Pharmaceuticals, Inc., dated as of March 5, 2008 (filed as an exhibit to the Company's Current Report on Form 8-K filed on March 5, 2008, and incorporated herein by reference).
4.3	Amended and Restated Articles of Incorporation of Questcor Pharmaceuticals, Inc. (filed as an exhibit to the Company's Current Report on Form 8-K filed on March 28, 2008, and incorporated herein by reference).
5.1	Opinion of Stradling Yocca Carlson & Rauth, a Professional Corporation.
23.1	Consent of Odenburg, Ullakko, Muranishi & Co. LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Stradling Yocca Carlson & Rauth, a Professional Corporation (included in Exhibit 5.1).
24.1	Power of Attorney (included on signature page to the Registration Statement).
99.1	2003 Employee Stock Purchase Plan (filed as an exhibit to the Company's Definitive Proxy on Schedule 14A filed with the Commission on April 10, 2006).
99.2	Amended and Restated 2003 Employee Stock Purchase Plan (filed as an exhibit to the Company's Definitive Proxy on Schedule 14A filed with the Commission on April 21, 2008).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Union City, State of California, on June 3, 2008.

By: /s/ George M. Stuart
George M. Stuart
Senior Vice-President, Finance and Chief Financial
Officer

POWER OF ATTORNEY

We, the undersigned directors and officers of Questcor Pharmaceuticals, Inc., do hereby constitute and appoint Don Bailey and George Stuart, or either of them, our true and lawful attorneys and agents, to do any and all acts and things in our name and behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules, regulations, and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names and in the capacities indicated below, any and all amendments (including post-effective amendments) to this Registration Statement and we do hereby ratify and confirm all that the said attorneys and agents, or either of them, shall do or cause to be done by virtue hereof.

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Don M. Bailey</u> Don Bailey	President, Chief Executive Officer and Director	May 29, 2008
<u>/s/ George M. Stuart</u> George M. Stuart	Senior Vice-President, Finance, Chief Financial Officer, and Chief Accounting Officer	May 29, 2008
<u>/s/ Virgil D. Thompson</u> Virgil D. Thompson	Director (Chairman of the Board)	May 29, 2008
<u>/s/ Neal C. Bradsher</u> Neal C. Bradsher	Director	May 29, 2008
<u>/s/ Stephen C. Farrell</u> Stephen C. Farrell	Director	May 29, 2008
<u>David Young</u>	Director	May 29, 2008

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4.3	Amended and Restated Articles of Incorporation of Questcor Pharmaceuticals, Inc. (filed as an exhibit to the Company's Current Report on Form 8-K filed on March 28, 2008, and incorporated herein by reference).
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23.2	Consent of Stradling Yocca Carlson & Rauth, a Professional Corporation (included in Exhibit 5.1).
24.1	Power of Attorney (included on signature page to the Registration Statement).
99.1	2003 Employee Stock Purchase Plan (filed as an exhibit to the Company's Definitive Proxy on Schedule 14A filed with the Commission on April 10, 2006).
99.2	Amended and Restated 2003 Employee Stock Purchase Plan (filed as an exhibit to the Company's Definitive Proxy on Schedule 14A filed with the Commission on April 21, 2008).

May 29, 2008

Questcor Pharmaceuticals, Inc.
3260 Whipple Road
Union City, CA 94587

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-8 to be filed by Questcor Pharmaceuticals, Inc. (the "Company") with the Securities and Exchange Commission on or about May 30, 2008 (the "Registration Statement") in connection with the registration under the Securities Act of 1933, as amended, of an additional 500,000 shares of Common Stock reserved for issuance under the Company's 2003 Employee Stock Purchase Plan, as amended (the "Plan").

We have examined the proceedings heretofore taken and are familiar with the proceedings proposed to be taken by the Company in connection with the sale and issuance of such Common Stock under the Plan.

It is our opinion that, when issued and sold in the manner referred to in the Plan and pursuant to the agreements which accompany each grant under the Plan, the Common Stock issued and sold thereby will be legally and validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement, including any amendments thereto.

Very truly yours,

STRADLING YOCCA CARLSON & RAUTH
a Professional Corporation

/s/ Stradling Yocca Carlson & Rauth

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-8 of Questcor Pharmaceuticals, Inc. of our report dated March 14, 2008, relating to the consolidated financial statements of Questcor Pharmaceuticals, Inc. included in the Annual Report on Form 10-K filed with the Securities and Exchange Commission. We also consent to the incorporation by reference of our report dated March 14, 2008, relating to the financial statement schedule which appears in such Annual Report on Form 10-K.

/s/ Odenberg, Ullakko, Muranishi & Co. LLP

San Francisco, California

May 28, 2008