

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-K/A
(Amendment No. 1)**

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2011
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____.

Commission File Number: 001-33609

SUCAMPO PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware

*(State or other jurisdiction of
incorporation or organization)*

**4520 East-West Highway, 3rd Floor
Bethesda, MD 20814**
(Address of principal executive offices)

30-0520478

*(I.R.S. Employer
Identification No.)*

(301) 961-3400
(Registrant's telephone number)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Class A common stock, par value \$0.01	The NASDAQ Global Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.
Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by checkmark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by a check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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.
Large Accelerated Filer Accelerated Filer Non-Accelerated Filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the 11,485,779 shares of class A common stock held by non-affiliates of the registrant (based on the closing price of the registrant's class A common stock on the last business day of the registrant's most recently completed second fiscal quarter) was \$40.4 million.

As of February 27, 2012, there were outstanding 15,704,314 shares of the registrant's class A common stock, par value \$0.01 per share, and 26,191,050 of the registrant's class B common stock, par value \$0.01 per share.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the registrant's Proxy Statement for its 2012 Annual Meeting of Stockholders to be held on May 25, 2012, which Proxy Statement was filed with the Securities and Exchange Commission on April 9, 2012, are incorporated by reference in Part III of this Annual Report on Form 10-K.

Explanatory Note

This Amendment No. 1 on Form 10-K/A to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011, initially filed with the Securities Exchange Commission on March 15, 2012 (the "Original Filing"), amends and restates the Signatures page of the Original Filing to identify the Company's Principal Accounting Officer or Controller as required by General Instruction D(2)(a) of Form 10-K. Andrew P. Smith, the Company's Principal Accounting Officer, was fully involved with the preparation and filing of the Original Filing, but the Company inadvertently did not include his signature on the Signatures page.

Except as expressly set forth in this Amendment No. 1, the Original Filing has not been amended, updated or otherwise modified.

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Sucampo Pharmaceuticals, Inc.

March 15, 2012

By: /s/ RYUJI UENO

Ryuji Ueno, M.D., Ph.D., Ph.D.

Chief Executive Officer, Chief Scientific Officer and Chairman of the Board of Directors
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ RYUJI UENO</u> Ryuji Ueno, M.D., Ph.D., Ph.D.	Chief Executive Officer (Principal Executive Officer), Chief Scientific Officer and Chairman	March 15, 2012
<u>/s/ CARY J. CLAIBORNE</u> Cary J. Claiborne	Chief Financial Officer (Principal Financial Officer)	March 15, 2012
<u>/s/ ANDREW P. SMITH</u> Andrew P. Smith	Principal Accounting Officer (Principal Accounting Officer)	May 1, 2012 Effective as of March 15, 2012
<u>/s/ WILLIAM L. ASHTON</u> William L. Ashton	Director	March 15, 2012
<u>/s/ ANTHONY C. CELESTE</u> Anthony C. Celeste	Director	March 15, 2012
<u>/s/ GAYLE R. DOLECEK</u> Gayle R. Dolecek, P.D.	Director	March 15, 2012
<u>/s/ DANIEL P. GETMAN</u> Daniel P. Getman	Director	March 15, 2012
<u>/s/ SACHIKO KUNO</u> Sachiko Kuno, Ph.D.	Director	March 15, 2012
<u>/s/ TIMOTHY I. MAUDLIN</u> Timothy I. Maudlin	Director	March 15, 2012

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amended report to be signed on its behalf by the undersigned thereunto duly authorized.

Sucampo Pharmaceuticals, Inc.

May 1, 2012

By: /s/ RYUJI UENO

Ryuji Ueno, M.D., Ph.D., Ph.D.

Chief Executive Officer, Chief Scientific Officer and Chairman of the Board of Directors
(Principal Executive Officer)