
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 27, 2006

QUESTCOR PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its 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))
-
-

This Current Report on Form 8-K is furnished by Questcor Pharmaceuticals, Inc., a California corporation (the "Company"), in connection with the matters described herein.

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

On February 27, 2006, the Company amended Article III, Section 2 of its Bylaws (the "Bylaw Amendment") by resolution of the Board of Directors (the "Board") to (i) set the number of directors of the Company at six (6), and (ii) allow the Board to set the number of directors within the range already provided for in the Company's Bylaws by either a resolution duly adopted by the Board or by amendment of the Bylaws. The Bylaw Amendment does not in any way amend, alter or change the previously established range of authorized directors of five (5) to nine (9), as set forth in the Company's Bylaws. The Bylaw Amendment also does not in any way amend, alter or change the shareholders' ability to set the number of directors.

The Bylaw Amendment is effective as of February 27, 2006 and is attached as Exhibit 3.1 to this Report.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

<u>Exhibit Description</u>	<u>Exhibit Number</u>
Certificate of Amendment to the Questcor Pharmaceuticals, Inc. Bylaws, dated as of March 2, 2006.	3.1

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 2, 2006

QUESTCOR PHARMACEUTICALS, INC.

By: /s/ JAMES L. FARES

James L. Fares

President and Chief Executive Officer

EXHIBIT INDEX

Exhibit Description	Exhibit Number
Certificate of Amendment to the Questcor Pharmaceuticals, Inc. Bylaws, dated as of March 2, 2006.	3.1

**CERTIFICATE OF AMENDMENT
OF THE BYLAWS
OF
QUESTCOR PHARMACEUTICALS, INC.**

The undersigned, who is the duly elected and acting Secretary of Questcor Pharmaceuticals, Inc., a California corporation (the "Corporation"), does hereby certify, as follows:

1. Section 2 of Article III of the Bylaws of the Corporation was amended, at a meeting of the Board the Directors of the Corporation held, pursuant to notice duly given, on February 27, 2006, to read in its entirety, as follows:

"Section 2. Number and Qualification of Directors. The number of directors of the Corporation shall be not less than five (5) nor more than nine (9). The exact number of directors shall be six (6) until changed, within the limits specified above, by resolution duly adopted by the board of directors, or by a bylaw amending this Section 2, duly adopted by the board of directors or by the shareholders. The indefinite number of directors may be changed, or a definite number fixed without provision for an indefinite number, by a duly adopted amendment to the articles of incorporation or by an amendment to this bylaw duly adopted by the vote or written consent of holders of a majority of the outstanding shares entitled to vote. No amendment may change the stated maximum number of authorized directors to a number greater than two (2) times the stated minimum number of directors minus (1)."

2. The foregoing amendment to the Bylaws of the Corporation has not been modified, amended, rescinded or revoked and remains in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have hereunto subscribed my name on March 2, 2006.

/s/ Michael H. Mulroy

Michael H. Mulroy, Secretary