

DURECT CORP

Form 4

September 28, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
21 APRIL FUND, LTD.

(Last) (First) (Middle)

CITCO FUND SERVICES
(CAYMAN ISLANDS)
LTD, REGATTA OFFICE PARK
WEST BAY ROAD

(Street)

GRAND CAYMAN, E9 KY1-1205

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

DURECT CORP [DRRX]

3. Date of Earliest Transaction
(Month/Day/Year)

09/26/2016

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/26/2016		P	Amount (1) 1,981,224	(A) or (D) A \$ 1.16	21,862,770	D (2)
Common Stock	09/26/2016		P	318,776 (3)	A \$ 1.1	22,181,546	D (4)
Common Stock	09/26/2016		P	200,000 (5)	A \$ 1.15	22,381,546	D (6)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
21 APRIL FUND, LTD. CITCO FUND SERVICES (CAYMAN ISLANDS) LTD REGATTA OFFICE PARK WEST BAY ROAD GRAND CAYMAN, E9 KY1-1205	X
21 APRIL FUND, L.P. FIRST EAGLE INVESTMENT MANAGEMENT, LLC 1345 AVENUE OF THE AMERICAS, 44TH FLOOR NEW YORK, NY 10105	X
First Eagle Value in Biotechnology Master Fund, Ltd. CITCO FUND SERVICES (CAYMAN ISLANDS) LTD REGATTA OFFICE PARK WEST BAY ROAD GRAND CAYMAN, E9 KY1-1205	X
First Eagle Holdings, Inc. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	X

Signatures

FIRST EAGLE INVESTMENT MANAGEMENT, LLC, as General Partner of 21 April LP
and Investment Adviser of 21 April Ltd. and FEVIBM, By: /s/ Michael M. Kellen, Director

09/28/2016

__Signature of Reporting Person

Date

FIRST EAGLE HOLDINGS, INC., By: /s/ Michael M. Kellen, Director

09/28/2016

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Represents 259,957 and 1,721,267 shares purchased by 21 April Fund, LP ("21 April LP") and 21 April Fund, Ltd. ("21 April Ltd."), respectively. First Eagle Investment Management, LLC ("FEIM") is (i) a general partner of 21 April LP, (ii) the registered investment adviser to First Eagle Value in Biotechnology Master Fund, Ltd. "FEVIBM" as well as to 21 April LP and 21 April Ltd. (collectively, the "Funds") and (iii) a subsidiary of First Eagle Holdings, Inc. ("FEHI"). FEHI disclaims Section 16 beneficial ownership of the shares held directly by the Funds except to the extent, if any, of its pecuniary interest therein, and this report shall not be deemed an admission that FEHI is the Section 16 beneficial owner of any such securities.
- (1) Represents 3,322,406, 12,953,420, and 5,586,944 shares held directly by 21 April LP, 21 April Ltd. and FEVIBM, respectively. FEHI disclaims Section 16 beneficial ownership of the shares held directly by the Funds except to the extent, if any, of its pecuniary interest therein, and this report shall not be deemed an admission that FEHI is the Section 16 beneficial owner of any such securities.
- (2) Represents 63,678 and 255,098 shares purchased by 21 April LP and 21 April Ltd., respectively. FEHI disclaims Section 16 beneficial ownership of the shares held directly by the Funds except to the extent, if any, of its pecuniary interest therein, and this report shall not be deemed an admission that FEHI is the Section 16 beneficial owner of any such securities.
- (3) Represents 3,386,084, 13,208,518, and 5,586,944 shares held directly by 21 April LP, 21 April Ltd. and FEVIBM, respectively. FEHI disclaims Section 16 beneficial ownership of the shares held directly by the Funds except to the extent, if any, of its pecuniary interest therein, and this report shall not be deemed an admission that FEHI is the Section 16 beneficial owner of any such securities.
- (4) Represents 40,809 and 159,191 shares purchased by 21 April LP and 21 April Ltd., respectively. FEHI disclaims Section 16 beneficial ownership of the shares held directly by the Funds except to the extent, if any, of its pecuniary interest therein, and this report shall not be deemed an admission that FEHI is the Section 16 beneficial owner of any such securities.
- (5) Represents 3,426,893, 13,367,709, and 5,586,944 shares held directly by 21 April LP, 21 April Ltd. and FEVIBM, respectively. FEHI disclaims Section 16 beneficial ownership of the shares held directly by the Funds except to the extent, if any, of its pecuniary interest therein, and this report shall not be deemed an admission that FEHI is the Section 16 beneficial owner of any such securities.
- (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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