

# EXHIBIT 1A-2

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UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
OAKLAND DIVISION

MARITIME ASSET MANAGEMENT, LLC,  
on Behalf of Itself and All Others Similarly  
Situated,

Plaintiff,

v.

NEUROGESX, INC., ANTHONY A.  
DITONNO, STEPHEN F. GHIGLIERI, and  
JEFFREY K. TOBIAS, M.D.,

Defendants.

Case No. CV 12-05034-YGR

**CLASS ACTION**

**CLAIM FORM AND RELEASE**

**EXHIBIT A-2**

1 **PART I: CLAIM FORM**

2 **A. CLAIMANT IDENTIFICATION**

3 \_\_\_\_\_  
4 Claimant's Name

5 \_\_\_\_\_  
6 Street Address

7 \_\_\_\_\_  
8 City

9 \_\_\_\_\_  
10 State

11 \_\_\_\_\_  
12 Zip Code

13 \_\_\_\_\_  
14 Telephone Number

15 **B. PURCHASE OF NEUROGESX SECURITIES IN PRIVATE PLACEMENT**

16 Our records indicate that you purchased \_\_\_\_\_ shares of common stock and \_\_\_\_\_ warrants  
17 in NeurogesX's July 21, 2011 private placement at a total price of \$\_\_\_\_\_.

18 **Is this correct? Yes**\_\_\_\_ **No**\_\_\_\_

19 If you selected "No," please provide the correct information about your purchase in the  
20 space below and submit supporting documentation with this Claim Form.

21 _____	22 _____	23 \$_____
24 Common stock	25 Warrants	26 Total price

27 **PART II: RELEASE OF CLAIMS AND SIGNATURE**

28 **A. DEFINITIONS**

"Released Claims" means all claims, demands, rights, liabilities, suits, debts, obligations, and causes of action, of every nature and description whatsoever, whether known or unknown, contingent or absolute, mature or unmature, discovered or undiscovered, liquidated or unliquidated, accrued or unaccrued, including those that are concealed or hidden, regardless of legal or equitable theory, that have been, could have been, or in the future might be asserted based upon, arising out of, or in any way relating to: (i) any purchase or sale by any member of the settlement class of NeurogesX securities; (ii) any act, failure to act, omission, misrepresentation, fact, event, transaction, occurrence, or other matter set forth, alleged,

1 underlying, or otherwise referred to in the above-captioned action or that could have been  
2 asserted in the action; or (iii) the subject matter of the above-captioned action. Notwithstanding  
3 the foregoing, “Released Claims” does not include claims relating to the enforcement of the  
4 settlement.

5 “Released Persons” means NeurogesX Inc., Anthony A. DiTonno, Stephen F. Ghiglieri,  
6 and Jeffrey K. Tobias, M.D., and each of their respective spouses, family members, trusts,  
7 estates, heirs, beneficiaries, executors, predecessors, successors, assigns, employees, agents,  
8 affiliates, assignees, attorneys, auditors, controlling shareholders, directors, insurers, managers,  
9 members, partners, officers, parent companies, personal or legal representatives, subsidiaries,  
10 trustees, underwriters, and retained professionals, in their respective capacities as such.

11 “Unknown Claims” means all claims that any Plaintiff or any other settlement class  
12 member does not know or suspect to exist that are based upon, arise out of, or in any way relate  
13 to: (i) any purchase or sale by any settlement class member of NeurogesX Securities; (ii) any  
14 act, failure to act, omission, misrepresentation, fact, event, transaction, occurrence, or other  
15 matter set forth, alleged, underlying, or otherwise referred to in this lawsuit or that could have  
16 been alleged in the lawsuit; or (iii) the subject matter of the lawsuit. Unknown Claims include,  
17 without limitation, those claims in which some or all of the facts composing the claim may be  
18 unsuspected, undisclosed, concealed, or hidden. Notwithstanding the foregoing, “Unknown  
19 Claims” does not include claims relating to the enforcement of the settlement. Members of the  
20 settlement class expressly waive and relinquish all rights and benefits conferred by California  
21 Civil Code Section 1542, which provides:

22 **A general release does not extend to claims which the creditor does**  
23 **not know or suspect to exist in his or her favor at the time of executing**  
24 **the release, which if known by him or her must have materially**  
25 **affected his or her settlement with the debtor.**

26 Members of the settlement class also waive any right or benefits afforded by any similar  
27 statute or law in California or any other jurisdiction.  
28

1 **B. THE RELEASE**

2 On behalf of the claimant listed above and his, her, or its spouse, family members, trusts,  
3 estates, heirs, executors, beneficiaries, predecessors, successors, assigns, employees, agents,  
4 affiliates, assignees, attorneys, auditors, shareholders, directors, insurers, managers, members,  
5 partners, officers, parent companies, personal or legal representatives, subsidiaries, trustees,  
6 underwriters, and retained professionals, in their respective capacities as such, and any other  
7 individual or business or legal entity claiming (now or in the future) through or on behalf of the  
8 claimant, directly or indirectly (collectively, the "Releasing Parties"), as of the date the  
9 settlement becomes effective, I hereby fully, finally, and forever release, relinquish, waive,  
10 discharge, and dismiss each and all of the Released Claims (including Unknown Claims) against  
11 each and all of the Released Persons, and covenant not to sue any Released Person with respect  
12 to any Released Claim.

13 On behalf of the Releasing Parties, as of the date the settlement becomes effective, I  
14 hereby agree that the Releasing Parties are permanently barred, enjoined, and restrained from  
15 commencing, instituting, asserting, maintaining, enforcing, prosecuting, or otherwise pursuing,  
16 either directly or in any other capacity, any of the Released Claims (including any Unknown  
17 Claims) against any Released Person.

1 I declare, under penalty of perjury under the laws of the United States of America, that  
2 the statements made and answers given in this Claim Form are true and correct and that the  
3 documents submitted herewith are true and genuine.

4 \_\_\_\_\_  
Signature of Claimant

5 \_\_\_\_\_  
6 Print Name of Claimant

\_\_\_\_\_ Date

7  
8 ***If Claimant is other than an individual, or is not the person***  
9 ***completing this form, the following also must be provided:***

10 \_\_\_\_\_  
Signature of Person Completing Form

11 \_\_\_\_\_  
12 Print Name of Person Completing Form

\_\_\_\_\_ Date

13 \_\_\_\_\_  
14 Capacity of Person Signing (Executor, President, Trustee, etc.)  
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