

AVANIR PHARMACEUTICALS

Form 424B3

January 21, 2005

**AVANIR PHARMACEUTICALS****SUPPLEMENT NO. 2 TO PROSPECTUS DATED JANUARY 29, 2004**

This Supplement No. 2, dated January 21, 2005, supplements certain information contained in our prospectus dated January 29, 2004 (the Prospectus). This supplement is not complete without, and may not be delivered or utilized except in connection with, the Prospectus, including any amendments or supplements thereto.

The information contained in the table under the caption Selling Security Holders on pages 8 and 9 of the Prospectus is hereby supplemented by: (i) adding to the table the selling security holder set forth below under Schedule 1, and (ii) amending and restating the holdings of the selling security holder set forth below under Schedule 2.

**SCHEDULE 1**

Selling Security Holder	Securities Beneficially Owned Prior to Offering				Shares Beneficially Owned After the Offering	
	Shares Underlying				Number	Percent
	Shares	Warrants	Total <sup>(1)</sup>	Percent <sup>(1)</sup>		
OTA, LLC		604,027	604,027	*		

**SCHEDULE 2**

Selling Security Holder	Securities Beneficially Owned Prior to Offering				Shares Beneficially Owned After the Offering	
	Shares Underlying				Number	Percent
	Shares	Warrants	Total <sup>(1)</sup>	Percent <sup>(1)</sup>		
Xmark Fund, Ltd.						
Xmark Fund, L.P.						

Information concerning the selling security holders is based upon information provided to us by the security holders. This information may change from time to time and any changed information will be set forth in future prospectus supplements, if and when necessary. Additionally, the selling security holders identified above and in the Prospectus may have sold, transferred or otherwise disposed of all or a portion of their Class A common stock since the date on which they last provided the Company with information about their holdings.