

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

SCHEDULE 13D
Amendment No.2
Under the Securities Exchange Act of 1934

QUESTCOR PHARMACEUTICALS INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

232808105

(CUSIP Number)

John P. Mitchell, Esq.
Cahill Gordon & Reindel
80 Pine Street,
New York, NY 10005
(212) 701-3000

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

March 15, 2002

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box / /.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. / /

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes). / /

SCHEDULE 13D

CUSIP No. 232808105

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Claudio Cavazza

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF, AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Italy

7 SOLE VOTING POWER
2,656,781

8 SHARED VOTING POWER
10,197,913

9 SOLE DISPOSITIVE POWER
2,656,781

10 SHARED DISPOSITIVE POWER
10,197,913

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,854,694

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

31.24%

14 TYPE OF REPORTING PERSON

IN

SCHEDULE 13D

CUSIP No. 232808105

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Paolo Cavazza

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF, AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Italy

7 SOLE VOTING POWER
NUMBER OF SHARES 2,656,782

8 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10,542,013

9 SOLE DISPOSITIVE POWER
PERSON WITH 2,656,782

10 SHARED DISPOSITIVE POWER
10,542,013

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,198,795

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

32.07%

14 TYPE OF REPORTING PERSON

IN

Item 1. Security and Issuer.

The class of equity securities to which this statement on Schedule 13D Amendment No. 2 (this "Statement") relates is the common stock, no par value (the "Common Stock"), of Questcor Pharmaceuticals Inc., a California corporation ("Questcor"). The principal executive offices of Questcor are located at 3620 Whipple Road, Union City, California, 94587.

Item 2. Identity and Background.

This Statement is being filed jointly on behalf of Mr. Claudio Cavazza ("Mr. C. Cavazza") and Mr. Paolo Cavazza ("Mr. P. Cavazza", and collectively with Mr. C. Cavazza, the "Reporting Parties").

The business address of the Reporting Parties is Via Sudafrica, 20, 00144 Rome, Italy. Mr. C Cavazza's principal occupation is as an entrepreneur in the pharmaceutical business. Mr. P. Cavazza's principal occupation is as an entrepreneur in the pharmaceutical business.

The Reporting Parties have not been, during the last five years, (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

The Reporting Parties are citizens of Italy.

Item 3. Source and Amount of Funds or Other Consideration.

The reporting parties acquired beneficial ownership of 2,025,315 shares of Common Stock pursuant to a Securities Purchase Agreement dated March 15, 2002 (the "Agreement") by and between Questcor and Defiante Farmaceutica Unipessoal L.D.A. ("Defiante"). Sigma Tau Finanziari SpA ("Sigma Tau") owns 100% of the capital stock of Defiante. Mr. C. Cavazza owns 60% of Sigma Tau and Mr. P. Cavazza owns 40% of Sigma Tau.

Pursuant to the Agreement, Questcor issued to Defiante an 8% Convertible Debenture in the principal sum of \$2,000,000 (the "Debenture") and a Warrant to purchase 759,493 shares of Common Stock (the "Warrant", and together with the Debenture, the "Securities") in exchange for \$2,000,000). The Debenture is convertible at any time prior to maturity into shares of Common Stock at a conversion price of \$1.58. As of March 15, 2002 the Debenture was convertible into 1,265,822 shares of Common Stock. At Questcor's option, they may repay the Debenture at maturity by delivering freely tradeable, registered shares of Common Stock to Defiante. The funds necessary to purchase the Securities were obtained from the from working capital of Defiante.

In addition, as of February 27, 2002, Mr. P. Cavazza had beneficial ownership of the following shares of Common Stock through his ownership of Aptafin S.p.A. ("Aptafin"):

Date of Purchase	Amount	Price per share
12/04/01	4,700	\$1.180
12/04/01	10,000	\$1.200
12/04/01	10,000	\$1.240
12/05/01	1,800	\$1.180
12/06/01	10,000	\$1.220
12/10/01	10,000	\$1.150
12/18/01	10,000	\$1.600
01/09/02	10,000	\$1.800
01/10/02	10,000	\$1.850
01/15/02	10,000	\$1.700
01/16/02	10,000	\$1.600
01/17/02	9,200	\$1.900
01/17/02	800	\$1.880
01/30/02	10,000	\$1.900
02/04/02	1,200	\$1.700
02/04/02	10,000	\$1.700
02/04/02	10,000	\$1.800
02/04/02	10,000	\$1.800
02/05/02	8,800	\$1.700
02/08/02	10,000	\$1.650
02/14/02	10,000	\$1.700
02/27/02	2,500	\$1.260
02/27/02	1,200	\$1.280

Between December 27, 2001 and January 3, 2002 Aptafin disposed of 34,600 shares of Common Stock. Profits obtained in these sales have been returned to Questcor pursuant to Section 16(b) of the Exchange Act of 1934.

Mr. P Cavazza owns 55% of Aptafin. Relatives of Mr. P. Cavazza own the remaining 45% of Aptafin. The funds necessary to purchase such Common Stock were obtained from the working capital of Aptafin. All such transactions were made on the American Stock Exchange.

Item 4. Purpose of the Transaction.

The purpose of the transactions was to acquire an equity investment interest in the Issuer.

None of the Reporting Parties has any present plans or proposals which relate to or would result in any transaction, change or event specified in clauses (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of Questcor.

(a) The number of Common Shares as to which Mr. C. Cavazza has the sole power to vote or direct the vote is 2,656,781. The number of Common Shares as to which Mr. C. Cavazza shares the power to vote or direct the vote is 10,197,913. The number of Common Shares as to which Mr. C. Cavazza has the sole power to dispose or direct the disposition is 2,656,781. The number of Common Shares as to which Mr. C. Cavazza shares the power to dispose or direct the disposition is 10,197,913.

(b) The number of Common Shares as to which Mr. P. Cavazza has the sole power to vote or direct the vote is 2,656,782. The number of Common Shares as to which Mr. P. Cavazza shares the power to vote or direct the vote is 10,542,013. The number of Common Shares as to which Mr. P. Cavazza has the sole power to dispose or direct the disposition is 2,656,782. The number of Common Shares as to which Mr. P. Cavazza shares the power to dispose or direct the disposition is 10,542,013.

Except as set forth above, none of the Reporting Parties beneficially owns any other shares of Common Stock.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of Questcor.

Pursuant to the Agreement Questcor and Defiante entered into a Registration Rights Agreement dated March 15, 2002. Questcor has agreed to file a registration statement covering the resale of not less than 2,025,316 shares of Common Stock issuable upon (i) the conversion of the Debenture and (ii) exercise of the Warrant for an offering to made on a continuous basis pursuant to Rule 415. The Company is obligated to pay all expenses incurred in connection with such registration. The Company has agreed to indemnify Defiante and related persons against certain liabilities under the securities laws in connection with the sale of securities under such registrations.

Except as set forth in this Statement, to the best knowledge of the Reporting Parties there are no other contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of Questcor, including but not limited to, transfer or voting of any of the securities of Questcor, finders fees, joint ventures, loan or options arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, or a pledge or contingency the occurrence of which would give another person voting power over the securities of Questcor.

Item 7. Material to be Filed as Exhibits.

- A. Joint Filing Agreement dated December 12, 2001 by and among the Reporting Parties.

Signatures

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement with respect to Claudio Cavazza is true, complete and correct.

Dated: March 25, 2002

Claudio Cavazza

By: /s/ Claudio Cavazza

Name: Claudio Cavazza

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement with respect to Paolo Cavazza is true, complete and correct.

Dated: March 25, 2002

Paolo Cavazza

By: /s/ Paolo Cavazza

Name: Paolo Cavazza

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13D Amendment No. 1 with respect to the Common Stock of Questcor Pharmaceuticals, Inc. dated as of December 12, 2001 is, and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(f) under the Securities Exchange Act of 1934.

Dated: December 12, 2001

CLAUDIO CAVAZZA

By: /s/ Claudio Cavazza

Name: Claudio Cavazza

PAOLO CAVAZZA

Dated: December 12, 2001

By: /s/ Paolo Cavazza

Name: Paolo Cavazza