

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 2)\*

Questcor Pharmaceuticals, Inc.  
(Name of Issuer)

Common Stock, no par value  
(Title of Class of Securities)

232808105  
(CUSIP Number)

December 31, 2004  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*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).

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Delta Opportunity Fund, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A)    
(B)  (See Item 6)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5 SOLE VOTING POWER  
-0-

6 SHARED VOTING POWER

2,829,863 shares of Common Stock (See Item 4(a))

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

2,829,863 shares of Common Stock (See Item 4(a))

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,829,863 shares of Common Stock (See Item 4(a))

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.2% (See Item 4(a))

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Delta Opportunity Fund (Institutional), LLC  
13-4040413

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A)    
(B)  (See Item 6)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5 SOLE VOTING POWER

-0-

6 SHARED VOTING POWER

2,049,211 shares of Common Stock (See Item 4(a))

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

2,049,211 shares of Common Stock (See Item 4(a))

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,049,211 shares of Common Stock (See Item 4(a))

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.9% (See Item 4(a))

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Arthur G. Altschul, Jr.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A)    
 (B)  (See Item 6)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:

5 SOLE VOTING POWER

-0-

6 SHARED VOTING POWER

4,879,074 shares of Common Stock (See Item 4(a))

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

4,879,074 shares of Common Stock (See Item 4(a))

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,879,074 shares of Common Stock (See Item 4(a))

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.7% (See Item 4(a))

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Reinaldo M. Diaz

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A)   
(B)  (See Item 6)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5 SOLE VOTING POWER

-0-

6 SHARED VOTING POWER

4,879,074 shares of Common Stock (See Item 4(a))

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

4,879,074 shares of Common Stock (See Item 4(a))

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,879,074 shares of Common Stock (See Item 4(a))

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.7% (See Item 4(a))

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Diaz & Altschul Advisors, LLC  
13-3940170

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A)   
(B)  (See Item 6)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5 SOLE VOTING POWER

-0-

6 SHARED VOTING POWER

4,879,074 shares of Common Stock (See Item 4(a))

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

4,879,074 shares of Common Stock (See Item 4(a))

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,879,074 shares of Common Stock (See Item 4(a))

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.7% (See Item 4(a))

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

00

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Diaz & Altschul Management, LLC  
06-1502204

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A) [ ]  
(B) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:

5 SOLE VOTING POWER

-0-

6 SHARED VOTING POWER

2,049,211 shares of Common Stock (See Item 4(a))

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

2,049,211 shares of Common Stock (See Item 4(a))

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,049,211 shares of Common Stock (See Item 4(a))

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (SEE INSTRUCTIONS) [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.9% (See Item 4(a))

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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## Item 1(a). Name of Issuer:

Questcor Pharmaceuticals, Inc. (the "Issuer")

## Item 1(b). Address of Issuer's Principal Executive Offices:

3260 Whipple Road  
Union City, California 94587

## Item 2(a). Names of Persons Filing:

Delta Opportunity Fund, Ltd. ("Delta")  
Delta Opportunity Fund (Institutional), LLC  
("Institutional")  
Arthur G. Altschul, Jr. ("Altschul")  
Reinaldo M. Diaz ("Diaz")  
Diaz & Altschul Advisors, LLC ("Advisors")  
Diaz & Altschul Management, LLC ("Management")

## Item 2(b). Address of Principal Business Office:

Delta - c/o SEI Investments, Styne House, Upper Hatch Street  
Dublin 2, Ireland  
Institutional - 950 Third Avenue, 16th Floor,  
New York, New York 10022  
Altschul - 950 Third Avenue, 16th Floor, New York,  
New York 10022  
Diaz - 950 Third Avenue, 16th Floor, New York,  
New York 10022  
Advisors - 950 Third Avenue, 16th Floor, New York,  
New York 10022  
Management - 950 Third Avenue, 16th Floor, New York,  
New York 10022

## Item 2(c). Place of Organization or Citizenship:

Delta - British Virgin Islands  
Institutional - Delaware  
Altschul - United States of America  
Diaz - United States of America  
Advisors - New York  
Management - Delaware

## Item 2(d). Title of Class of Securities:

Common Stock, no par value per share of the Issuer (the  
"Common Stock")

## Item 2(e). CUSIP Number:

232808105

Item 3. This Schedule is filed pursuant to Rule 13d-1(c) by  
Altschul, Diaz, Delta, Institutional, Advisors and  
Management.

Item 4. Ownership:

(a) Amount Beneficially Owned:

Altschul: 4,879,074 shares\*  
Diaz: 4,879,074 shares\*  
Delta: 2,829,863 shares\*  
Institutional: 2,049,211 shares\*  
Advisors: 4,879,074 shares\*  
Management: 2,049,211 shares\*

(b) Percent of Class:

Altschul: 8.7%  
Diaz: 8.7%  
Delta: 5.2%  
Institutional: 3.9%  
Advisors: 8.7%  
Management: 3.9%

(Based on 51,167,803 shares of Common Stock outstanding, as of November 1, 2004, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004.)

(c) Number of Shares as to which the Person has:

Altschul, Diaz and Advisors:

(i) sole power to vote or to direct the vote

-0-

(ii) shared power to vote or to direct the vote:

4,879,074 shares of Common Stock\*

(iii) sole power to dispose or to direct the disposition of

-0-

(iv) shared power to dispose or to direct the disposition of

4,879,074 shares of Common Stock\*

Delta:

(i) sole power to vote or to direct the vote

-0-

(ii) shared power to vote or to direct the vote:

2,829,863 shares of Common Stock\*

- (iii) sole power to dispose or to direct the disposition of

-0-

- (iv) shared power to dispose or to direct the disposition of

2,829,863 shares of Common Stock\*

Institutional and Management:

- (i) sole power to vote or to direct the vote

-0-

- (ii) shared power to vote or to direct the vote:

2,049,211 shares of Common Stock\*

- (iii) sole power to dispose or to direct the disposition of

-0-

- (iv) shared power to dispose or to direct the disposition of

2,049,211 shares of Common Stock\*

\*Advisors serves as investment advisor to Delta and Institutional. By reason of such relationships, Advisors may be deemed to share voting and dispositive power over the shares of Common Stock owned by Delta and Institutional. Advisors disclaims beneficial ownership of such shares of Common Stock.

Management serves as investment manager to and managing member of Institutional. By reason of such relationships, Management may be deemed to share voting and dispositive power over the shares of Common Stock listed as beneficially owned by Institutional. Management disclaims beneficial ownership of such shares of Common Stock.

Altschul is a member of the parent company of Advisors and is a member of Management. By reason of such relationships, Altschul may be deemed to share voting and dispositive power over the shares of Common Stock listed as beneficially owned by Advisors and Management. Altschul disclaims beneficial ownership of such shares of Common Stock listed as beneficially owned by Advisors and Management.

Diaz is a member of the parent company of Advisors and is a member of Management. By reason of such relationships, Diaz may be deemed to share voting and dispositive power over the shares of Common Stock listed as beneficially owned by Advisors and Management. Diaz disclaims beneficial ownership of such shares of Common Stock listed as beneficially owned by Advisors and Management.

The shares of Common Stock reported as beneficially owned are held by Delta and Institutional. Altschul, Diaz, Advisors and Management disclaim beneficial ownership of such shares of Common Stock. Delta and Institutional each disclaims beneficial ownership of shares of Common Stock reported on this Schedule as beneficially owned by any other person identified on this Schedule.

Certain of the shares of Common Stock reported as beneficially owned by Delta and Institutional are shares of Common Stock which each such person has the right to acquire upon conversion of shares of the Series B Convertible Preferred Stock (the "Preferred Shares") of the Issuer as follows:

Delta: 2,095,198 shares  
Institutional: 1,517,212 shares

Certain of the shares of Common Stock reported as beneficially owned by Delta and Institutional are shares of Common Stock which each such person has the right to acquire upon exercise of warrants (the "Warrants") to purchase shares of Common Stock as follows:

Delta: 690,182 shares  
Institutional: 499,787 shares

The Preferred Shares and the Warrants contain limitations on the conversion or exercise thereof which make the Preferred Shares inconvertible and the Warrants unexercisable to the extent the holder would, upon conversion or exercise, beneficially own more than 9.9% of the Common Stock.

Item 5. Ownership of Five Percent or Less of a Class:

Not applicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:

Not applicable

Item 8. Identification and Classification of Members of the Group:

Not applicable

Item 9. Notice of Dissolution of Group:

Not applicable

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits:

Exhibit I: Joint Filing Agreement, dated as of January 28, 2003, by and among Altschul, Diaz, Delta, Institutional, Advisors and Management (incorporated herein by reference to the exhibit with the same number filed with Schedule 13G filed by the persons reporting on this Amendment No. 2).

SIGNATURE

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Dated as of February 14, 2005

DELTA OPPORTUNITY FUND, LTD.

By: DIAZ & ALTSCHUL ADVISORS, LLC,  
as Investment Advisor

By: /s/ Reinaldo M. Diaz  
-----  
Reinaldo M. Diaz  
Title: Managing Member

DELTA OPPORTUNITY FUND (INSTITUTIONAL), LLC

By: DIAZ & ALTSCHUL MANAGEMENT, LLC,  
as Managing Member

By: /s/ Reinaldo M. Diaz  
-----  
Reinaldo M. Diaz  
Title: Managing Member

/s/ Arthur G. Altschul, Jr.  
-----  
Arthur G. Altschul, Jr.

/s/ Reinaldo M. Diaz  
-----  
Reinaldo M. Diaz

DIAZ & ALTSCHUL ADVISORS, LLC

By: DIAZ & ALTSCHUL CAPITAL MANAGEMENT, LLC,  
as Managing Member

By: /s/ Reinaldo M. Diaz  
-----  
Reinaldo M. Diaz  
Title: Managing Member

DIAZ & ALTSCHUL MANAGEMENT, LLC

By: /s/ Reinaldo M. Diaz

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Reinaldo M. Diaz

Title: Managing Member