

SPECTRUM PHARMACEUTICALS INC

Form 4

December 22, 2017

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
**SPECTRUM
PHARMACEUTICALS INC**

(Last) (First) (Middle)

11500 S. EASTERN AVE., SUITE
240

(Street)

HENDERSON, NV 89052

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CASI Pharmaceuticals, Inc. [CASI]

3. Date of Earliest Transaction
(Month/Day/Year)
12/22/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 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)	
			Code	V	Amount (1)	(A) or (D)	Price	
Common Stock	12/22/2017		P		907,356 (1)	A	\$ 0.01	6,897,413 D
Common Stock	12/22/2017		P		611,740 (1)	A	\$ 0.01	4,650,262 I

See
footnote
(2)

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
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Edgar Filing: SPECTRUM PHARMACEUTICALS INC - Form 4

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
SPECTRUM PHARMACEUTICALS INC 11500 S. EASTERN AVE. SUITE 240 HENDERSON, NV 89052	X
Spectrum Pharmaceuticals Cayman, L.P. 11500 S. EASTERN AVE. SUITE 240 HENDERSON, NV 89052	X

Signatures

By: /s/ Kurt A. Gustafson, attorney-in-fact for Spectrum Pharmaceuticals, Inc. 12/22/2017
 __Signature of Reporting Person Date

By: /s/ Kurt A. Gustafson, attorney-in-fact for Spectrum Pharmaceuticals Cayman, L.P. 12/22/2017
 __Signature of Reporting Person Date

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).

- (1) Pursuant to Investment Agreements dated 9/17/14 ("Closing Date") Spectrum Pharmaceuticals, Inc. ("Spectrum") and Spectrum Pharmaceuticals Cayman, L.P. ("Cayman") were issued a contingent right to purchase shares of the Issuer's Common Stock at par value in order to maintain their respective post-investment equity ownership percentage as of the Closing Date ("Contingent Right") in the event Issuer issued securities after the Closing Date. On 10/17/17, 10/23/17 and 11/20/17 respectively the Issuer held closings of a registered direct public offering resulting in the issuance of an aggregate of 7,951,865 shares of its common stock and warrants exercisable for up to 1,590,373 shares of its common stock to certain investors which triggered the Contingent Right to Spectrum and Cayman to purchase in the aggregate 1,519,096 shares of Issuer's Common Stock. Spectrum and Cayman exercised the Contingent Right and on 12/22/17 the Issuer issued 907,356 shares to Spectrum and 611,740 shares to Cayman.

Edgar Filing: SPECTRUM PHARMACEUTICALS INC - Form 4

- (2) These securities are owned directly by Cayman, which is owned 99% by Spectrum and 1% by Spectrum Pharmaceuticals International Holdings, LLC, a Delaware limited liability company. As a result, Spectrum may be deemed to share voting and dispositive power over the reported securities. Spectrum disclaims beneficial ownership in the shares held directly by Cayman except to the extent of its pecuniary interest therein.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.