

CTI BIOPHARMA CORP  
Form 8-K  
January 05, 2017

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): January 1, 2017

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CTI BIOPHARMA CORP.  
(Exact name of registrant as specified in its charter)

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Washington                      001-12465      91-1533912  
(State or other jurisdiction      (Commission (I.R.S. Employer  
of incorporation or organization) File Number) Identification Number)  
3101 Western Avenue, Suite 600  
Seattle, Washington 98121  
(Address of principal executive offices)  
Registrant's telephone number, including area code: (206) 282-7100  
Not applicable  
(Former name or former address, if changed since last report).

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 3.03 Material Modification to Rights of Security Holders.

Pursuant to the Shareholder Rights Agreement dated as of December 28, 2009, as amended, between CTI BioPharma Corp. (the “Company”) and Computershare Trust Company N.A., as rights agent, certain adjustments were made to the Company’s existing shareholder rights plan (the “Rights Plan”) in connection with the Company’s 1-for-10 reverse stock split announced on December 9, 2016 (the “Reverse Stock Split”). These adjustments became effective after the effective date of the Reverse Stock Split. The Reverse Stock Split became effective on January 1, 2017 (the “Effective Date”).

Specifically, these adjustments (a) increased the exercise price of the preferred stock purchase rights (the “Rights”) under the Rights Plan from \$8.00 to \$80.00; (b) increased the number of shares of preferred stock issuable upon the exercise of a Right from one ten-thousandth (1/10,000th) to ten ten-thousandths (10/10,000th); and (c) increased the redemption price of each Right from \$0.0001 to \$0.001. Each share of the Company’s common stock outstanding after the Effective Date had issued to it one (1) Right.

The description of Rights is set forth under the caption entitled “Description of Registrant’s Securities to be Registered” in the Company’s Registration Statement on Form 8-A/A (File No. 000-28386) filed with the United States Securities and Exchange Commission on January 3, 2017, and which description is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Amended and Restated Articles of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K, filed on March 23, 2015).
4.1	Shareholder Rights Agreement, dated as of December 28, 2009, between Cell Therapeutics, Inc. and Computershare Trust Company, N.A., as Rights Agent (incorporated by reference to

Exhibit 4.1 to  
the Company's  
Registration  
Statement on  
Form 8-A, filed  
on December  
28, 2009).

First  
Amendment to  
Shareholder  
Rights  
Agreement,  
dated as of  
August 31,  
2012, between  
the Company  
and

4.2 Computershare  
Trust  
Company,  
N.A., as Rights  
Agent  
(incorporated  
by reference to  
Exhibit 4.1 to  
the Company's  
Current Report  
on Form 8-K,  
filed on  
September 4,  
2012).

4.3 Second  
Amendment to  
Shareholder  
Rights  
Agreement,  
dated as of  
December 6,  
2012, between  
the Company  
and  
Computershare  
Trust  
Company,  
N.A., as Rights  
Agent  
(incorporated  
by reference to  
Exhibit 4.1 to  
the Company's  
Current Report

4.4 on Form 8-K,  
filed on  
December 7,  
2012).  
Third  
Amendment to  
Shareholder  
Rights  
Agreement,  
dated as of  
December 1,  
2015, between  
the Company  
and  
Computershare  
Trust  
Company,  
N.A., as Rights  
Agent  
(incorporated  
by reference to  
Exhibit 4.1 to  
the Company's  
Current Report  
on Form 8-K,  
filed on  
December 1,  
2015).

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CTI BIOPHARMA CORP.

Date: January 5, 2017 By: /s/ Louis A. Bianco

Louis A. Bianco

Executive Vice President, Finance and Administration

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EXHIBIT INDEX

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4.2	First Amendment to Shareholder Rights Agreement, dated as of August 31, 2012, between the Company and Computershare Trust Company, N.A., as Rights Agent (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed on September 4, 2012).
4.3	Second Amendment to Shareholder Rights Agreement, dated as of December 6, 2012, between the Company and Computershare Trust Company, N.A., as Rights Agent (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed on December 7, 2012).
4.4	Third Amendment to Shareholder Rights Agreement, dated as of December 1, 2015, between the Company and Computershare Trust Company, N.A., as Rights Agent (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed on December 1, 2015).