

SPECTRUM PHARMACEUTICALS INC
 Form 4
 December 22, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(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 (A) 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 12/22/2017 | | P | (A) V Amount 907,356 (1) | \$ 0.01 6,897,413 | D | |
| Common Stock | 12/22/2017 | | P | (A) V Amount 611,740 (1) | \$ 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.

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SEC 1474
 (9-02)

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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.

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- (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.