

ALLOS THERAPEUTICS INC

Form 4

September 06, 2012

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *

SPECTRUM
PHARMACEUTICALS INC

(Last) (First) (Middle)

11500 SOUTH EASTERN
AVENUE, SUITE 240,

(Street)

HENDERSON, NV 89052

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading

Symbol

ALLOS THERAPEUTICS INC
[ALTH]

3. Date of Earliest Transaction

(Month/Day/Year)

09/05/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director

____ Officer (give title
below)☒ 10% Owner____ Other (specify
below)6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person

☒ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/05/2012		P	(A) or (D) A	Amount 130,854,840 (1) Price \$ 1.82	1,000 (2)	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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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)**

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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. Number of Derivative Securities Owned Following Reported Transaction (Instr. 6)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPECTRUM PHARMACEUTICALS INC 11500 SOUTH EASTERN AVENUE, SUITE 240 HENDERSON, NV 89052		X		
SAPPHIRE ACQUISITION SUB, INC. C/O SPECTRUM PHARMACEUTICALS, INC. 11500 SOUTH EASTERN AVENUE, SUITE 240 HENDERSON, NV 89052		X		

Signatures

Spectrum Pharmaceuticals, Inc., by /s/ Brett L. Scott
09/06/2012
**Signature of Reporting Person Date

Sapphire Acquisition Sub, Inc., by /s/ Brett L. Scott

09/06/2012

**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) Reflects all outstanding shares of Allos Therapeutics, Inc. ("Allos") not acquired in the tender offer described in the Tender Offer Statement on Schedule TO, as amended and supplemented, initially filed with the Securities and Exchange Commission on April 16, 2012 (the "Tender Offer") by Spectrum Pharmaceuticals, Inc. ("Spectrum") and Sapphire Acquisition Sub, Inc. ("Merger Sub"). On September 5, 2012, following completion of the Tender Offer, Allos merged with Merger Sub, with Allos surviving the merger as a wholly owned subsidiary of Spectrum pursuant to a "short-form merger" under Delaware law (the "Merger"). Outstanding shares of Allos not tendered in the Tender Offer are deemed acquired by Spectrum and Merger Sub upon consummation of the Merger.
- (2) Prior to the Merger, Spectrum held 1,000 shares of the common stock of Merger Sub, which represented all of the issued and outstanding capital stock of Merger Sub. At the effective time of the Merger, each share of Merger Sub was converted into a share of Allos stock. At the effective time of the Merger, all shares of Allos issued and outstanding immediately prior to the effective time were cancelled as a result of the Merger, in effect cancelling all shares of Allos held by Merger Sub.

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

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