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SPECTRUM PHARMACEUTICALS INC

Form 4 April 04, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

subject to

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

1(b).

(Print or Type Responses)

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

PHARMACEUTICALS INC

(Last) (First) (Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

CASI Pharmaceuticals, Inc. [CASI]

3. Date of Earliest Transaction

04/02/2019

(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X 10% Owner Other (specify

11500 S. EASTERN AVE., SUITE

(Street)

(State)

240

(City)

Stock

4. If Amendment, Date Original

Filed(Month/Day/Year)

below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Director

Officer (give title

Form filed by One Reporting Person X_ Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

HENDERSON, NV 89052

							, - , -		
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities on Disposed of (•	red (A) or	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	(any	Code	(Instr. 3, 4 an	` ′		Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned Following	Direct (D) or Indirect	Ownership (Instr. 4)
					(A)		Reported Transaction(s)	(I) (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	` ,	
Common Stock	04/02/2019		J <u>(1)</u>	1,500,000	D	\$ 3.3828	5,397,413	D	
Common							4 650 262	T	See

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

4,650,262

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footnote

(2)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Excicisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 0	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.				
**Signature of Reporting Person	Date			
By: /s/ Kurt A. Gustafson, attorney-in-fact for Spectrum Pharmaceuticals Cayman, L.P.	04/04/2019			
**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).

Spectrum Pharmaceuticals, Inc. ("Spectrum") previously entered into a preliminary contract with an unaffiliated third party broker under which the broker agreed to affect short sales of up to 1,500,000 shares of CASI common stock in the open market, and Spectrum agreed, upon the broker's completion of the short sales, to sell to the broker up to 1,500,000 shares of CASI common stock at a price based on the volume weighted average price of the broker short sales. In a separate agreement, Spectrum also pledged to the broker, as collateral for its obligations under the preliminary contract, 1,500,000 shares of CASI common stock ("Pledged Shares"). Spectrum retained dividend and voting rights in the Pledged Shares during the pledge. On April 2, 2019, Spectrum received an acceleration notice related to the preliminary contract. The acceleration notice obligates Spectrum to deliver to the broker 1,500,000 shares of CASI common stock on the settlement date specified therein (April 4, 2019).

Reporting Owners 2

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These securities are owned directly by Spectrum Pharmaceuticals Cayman, L.P. ("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 4,650,262 of the reported securities owned by Cayman. 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.