

SPECTRUM PHARMACEUTICALS INC

Form 4

December 16, 2014

FORM 4

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

OMB APPROVAL

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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 *
SHROTRIYA RAJESH C MD

2. Issuer Name and Ticker or Trading Symbol
SPECTRUM
PHARMACEUTICALS INC [SPPI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11500 S. EASTERN AVE., SUITE 240

3. Date of Earliest Transaction (Month/Day/Year)
12/13/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

HENDERSON, NV 89052

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock, \$0.001 par value | 12/13/2014 | | F | | 16,780 (1) | D | \$ 7.1 1,713,399 D |
| Common Stock, \$0.001 par value | 12/15/2014 | | M | | 21,505 | A | \$ 4.65 1,734,904 D |
| Common Stock, \$0.001 par | 12/15/2014 | | M | | 14,556 | A | \$ 6.87 1,749,460 D |

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| | | | | |
|---------------------------------|---------|---|--------------------------------|--|
| value | | | | |
| Common Stock, \$0.001 par value | 445,993 | I | By CS Family Trust | |
| Common Stock, \$0.001 par value | 24,443 | I | By 401(k) Plan | |
| Common Stock, \$0.001 par value | 10,676 | I | By Shrotriya Gift | |
| Common Stock, \$0.001 par value | 9,523 | I | By Spouse | |
| Common Stock, \$0.001 par value | 83,192 | I | By Shrotriya Family Foundation | |

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.

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(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Stock Option Exercise (Right to Buy) | \$ 4.65 | 12/15/2014 | | M | 21,505 | (2) 01/08/2020 | Common Stock | 21,505 |

| | | | | | | | | |
|--|---------|------------|---|--------|------------|------------|-----------------|--------|
| Stock Option Exercise (Right to Buy) | \$ 6.87 | 12/15/2014 | M | 14,556 | <u>(3)</u> | 01/03/2021 | Common Stock | 14,556 |
|--|---------|------------|---|--------|------------|------------|-----------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHROTRIYA RAJESH C MD 11500 S. EASTERN AVE. SUITE 240 HENDERSON, NV 89052 | X | X | Chairman & CEO | |

Signatures

/s/ Kurt A. Gustafson, attorney-in-fact for Rajesh C. Shrotriya

12/16/2014

__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).

Represents restricted shares withheld by Spectrum to satisfy the Reporting Person's tax withholding obligations. The shares have not been

(1) sold by the Reporting Person or by Spectrum. The shares have been cancelled by the transfer agent and returned to Spectrum's authorized and unissued share pool.

(2) 25% of the option shares vested on January 8, 2010. The remaining option shares vested in 25% equal annual amounts on each anniversary date of the grant over three years.

(3) 25% of the option shares vested on January 3, 2011. The remaining option shares vested in 25% equal annual amounts on each anniversary date of the grant over three years.

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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