

LAMPERT MARK N
Form 4
February 12, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
BVF PARTNERS L P/IL

(Last) (First) (Middle)

1 SANSOME ST, 30TH FL

(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CTI BIOPHARMA CORP [CTIC]

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

02/08/2018

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.001 ⁽¹⁾ | 02/09/2018 | | D | | 3,566,549 | D ⁽⁶⁾ / ₍₇₎ | 0 |
| Common Stock, par value \$0.001 ⁽¹⁾ | 02/09/2018 | | D | | 2,295,083 | D ⁽⁶⁾ / ₍₇₎ | 0 |
| Common Stock, par value \$0.001 ⁽¹⁾ | 02/09/2018 | | D | | 651,074 | D ⁽⁶⁾ / ₍₇₎ | 0 |

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| | | | | | | | | |
|--|------------|---|-----------|---|--------------------------|-----------|--------------|--------------------------------|
| Common Stock, par value \$0.001 ⁽¹⁾ | 02/09/2018 | D | 1,487,294 | D | <u>(6)</u> <u>(7)</u> | 596,357 | I <u>(5)</u> | Please see footnote <u>(5)</u> |
| Common Stock, par value \$0.001 ⁽¹⁾ | 02/09/2018 | P | 3,041,120 | A | \$ 3 | 3,041,120 | D <u>(2)</u> | |
| Common Stock, par value \$0.001 ⁽¹⁾ | 02/09/2018 | P | 2,109,280 | A | \$ 3 | 2,109,280 | D <u>(3)</u> | |
| Common Stock, par value \$0.001 ⁽¹⁾ | 02/09/2018 | P | 483,708 | A | \$ 3 | 483,708 | D <u>(4)</u> | |
| Common Stock, par value \$0.001 ⁽¹⁾ | 02/09/2018 | P | 699,225 | A | \$ 3 | 1,295,582 | I <u>(5)</u> | Please see footnote <u>(5)</u> |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series N Preferred Stock ⁽¹⁾ | <u>(8)</u> | 02/09/2018 | | D | | <u>(8)</u> | <u>(8)</u> | Common Stock, par value \$0.001 ⁽¹⁾ | 187,427 ⁽⁸⁾ |
| Series N Preferred Stock ⁽¹⁾ | <u>(8)</u> | 02/09/2018 | | D | | <u>(8)</u> | <u>(8)</u> | Common Stock, par value \$0.001 ⁽¹⁾ | 131,399 ⁽⁸⁾ |

| | | | | | | | | |
|---|------------|------------|---|-------|------------|------------|--|----------------------|
| Series N Preferred Stock ⁽¹⁾ | <u>(8)</u> | 02/09/2018 | D | 48 | <u>(8)</u> | <u>(8)</u> | Common Stock, par value \$0.001 ⁽¹⁾ | 32,016 <u>(8)</u> |
| Series N Preferred Stock ⁽¹⁾ | <u>(8)</u> | 02/09/2018 | D | 49 | <u>(8)</u> | <u>(8)</u> | Common Stock, par value \$0.001 ⁽¹⁾ | 32,683 <u>(8)</u> |
| Series O Preferred Stock ⁽¹⁾ | <u>(9)</u> | 02/09/2018 | A | 5,631 | <u>(9)</u> | <u>(9)</u> | Common Stock, par value \$0.001 ⁽¹⁾ | 3,754,000 <u>(9)</u> |
| Series O Preferred Stock ⁽¹⁾ | <u>(9)</u> | 02/09/2018 | A | 3,640 | <u>(9)</u> | <u>(9)</u> | Common Stock, par value \$0.001 ⁽¹⁾ | 2,426,667 <u>(9)</u> |
| Series O Preferred Stock ⁽¹⁾ | <u>(9)</u> | 02/09/2018 | A | 1,024 | <u>(9)</u> | <u>(9)</u> | Common Stock, par value \$0.001 ⁽¹⁾ | 682,666 <u>(9)</u> |
| Series O Preferred Stock ⁽¹⁾ | <u>(9)</u> | 02/09/2018 | A | 2,280 | <u>(9)</u> | <u>(9)</u> | Common Stock, par value \$0.001 ⁽¹⁾ | 1,520,000 <u>(9)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------------------|
| | Director | 10% Owner | Officer | Other |
| BVF PARTNERS L P/IL 1 SANSOME ST 30TH FL SAN FRANCISCO, CA 94104 | | X | | |
| BIOTECHNOLOGY VALUE FUND L P 1 SANSOME ST 30TH FL SAN FRANCISCO, CA 94104 | | | | See Explanation of Responses |
| BIOTECHNOLOGY VALUE FUND II LP 1 SANSOME ST 30TH FL SAN FRANCISCO, CA 94104 | | | | See Explanation of Responses |
| Biotechnology Value Trading Fund OS LP P.O. BOX 309 UGLAND HOUSE GRAND CAYMAN, E9 KY1-1104 | | | | See Explanation of Responses |

BVF Partners OS Ltd.
P.O. BOX 309 UGLAND HOUSE
GRAND CAYMAN, E9 KY1-1104

See Explanation of Responses

BVF INC/IL
1 SANSOME ST
30TH FL
SAN FRANCISCO, CA 94104

X

LAMPERT MARK N
1 SANSOME ST
30TH FL
SAN FRANCISCO, CA 94104

X

Signatures

| | |
|--|------------|
| BVF Partners L.P., By: BVF Inc., its general partner, By: /s/ Mark N. Lampert, President | 02/12/2018 |
| **Signature of Reporting Person | Date |
| Biotechnology Value Fund, L.P., By: BVF Partners L.P., its general partner, By: BVF Inc., its general partner, By: /s/ Mark N. Lampert, President | 02/12/2018 |
| **Signature of Reporting Person | Date |
| Biotechnology Value Fund II, L.P., By: BVF Partners L.P., its general partner, By: BVF Inc., its general partner, By: /s/ Mark N. Lampert, President | 02/12/2018 |
| **Signature of Reporting Person | Date |
| BVF Partners OS Ltd., By: BVF Partners L.P., its sole member, By: BVF Inc., its general partner, By: /s/ Mark N. Lampert, President | 02/12/2018 |
| **Signature of Reporting Person | Date |
| Biotechnology Value Trading Fund OS LP, By: BVF Partners L.P., its investment manager, BVF Inc., its general partner, By: /s/ Mark N. Lampert, President | 02/12/2018 |
| **Signature of Reporting Person | Date |
| BVF Inc., By: /s/ Mark N. Lampert, President | 02/12/2018 |
| **Signature of Reporting Person | Date |
| /s/ Mark N. Lampert | 02/12/2018 |
| **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).
This Form 4 is filed jointly by Biotechnology Value Fund, L.P. ("BVF"), Biotechnology Value Fund II, L.P. ("BVF2"), Biotechnology Value Trading Fund OS LP ("Trading Fund OS"), BVF Partners OS Ltd. ("Partners OS"), BVF Partners L.P. ("Partners"), BVF Inc. and
 - (1) Mark N. Lampert (collectively, the "Reporting Persons"). Each of the Reporting Persons is a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.
 - (2) Securities owned directly by BVF. As the general partner of BVF, Partners may be deemed to beneficially own the securities owned directly by BVF. As the investment adviser and general partner of Partners, BVF Inc. may be deemed to beneficially own the securities owned directly by BVF. As a director and officer of BVF Inc., Mr. Lampert may be deemed to beneficially own the securities owned

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directly by BVF.

- (3) Securities owned directly by BVF2. As the general partner of BVF2, Partners may be deemed to beneficially own the securities owned directly by BVF2. As the investment adviser and general partner of Partners, BVF Inc. may be deemed to beneficially own the securities owned directly by BVF2. As a director and officer of BVF Inc., Mr. Lampert may be deemed to beneficially own the securities owned directly by BVF2.

- (4) Securities owned directly by Trading Fund OS. As the general partner of Trading Fund OS, Partners OS may be deemed to beneficially own the securities owned directly by Trading Fund OS. As the investment manager of Trading Fund OS and the sole member of Partners OS, Partners may be deemed to beneficially own the securities owned directly by Trading Fund OS. As the investment adviser and general partner of Partners, BVF Inc. may be deemed to beneficially own the securities owned directly by Trading Fund OS. As a director and officer of BVF Inc., Mr. Lampert may be deemed to beneficially own the securities owned directly by Trading Fund OS.
- (5) Securities held in certain Partners managed accounts (the "Partners Managed Accounts"). Partners, as the investment manager of the Partners Managed Accounts may be deemed to beneficially own the securities held by the Partners Managed Accounts.

- On February 8, 2018, certain of the Reporting Persons entered into an exchange agreement with the Issuer, which was approved by the Board of Directors of the Issuer (the "Exchange Agreement") pursuant to which certain of the Reporting Persons agreed to exchange 8,000,000 shares of the Issuer's Common Stock, and 575 shares of the Issuer's Series N Preferred Stock, par value \$0.001 per share (the "Series N Preferred Stock"), that the Reporting Persons owned into an aggregate of 12,575 shares of the Company's Series O Preferred Stock, par value \$0.001 per share (the "Series O Preferred Stock"). The 12,575 shares of Series O Preferred Stock is convertible into an aggregate of 8,383,333 shares of Common Stock provided, however, certain of the Series O Preferred Stock may not be converted if, after such conversion, the Reporting Persons would reach the Beneficial Ownership Limitation (as defined below).
- (6)

- Pursuant to the Exchange Agreement, BVF exchanged 3,566,549 shares of Common Stock and 281 shares of Series N Preferred Stock for 5,631 shares of Series O Preferred Stock, BVF2 exchanged 2,295,083 shares of Common Stock and 197 shares of Series N Preferred Stock for 3,640 shares of Series O Preferred Stock, Trading Fund OS exchanged for 651,074 shares of Common Stock and 48 shares of Series N Preferred Stock for 1,024 Series O Preferred Stock, and 1,487,294 shares of Common Stock and 49 shares of Series N Preferred Stock held in the Partners Managed Accounts were exchanged for 2,280 shares of Series O Preferred Stock.
- (7)

- The Issuer's Series N Preferred Stock had no expiration date, and were convertible upon issuance at a conversion price of \$3.00 per share of underlying Common Stock (the "Series N Conversion Price"). The Series N Preferred Stock had a stated value of \$2,000 per share (the "Series N Stated Value"), were convertible into Common Stock at a ratio determined by dividing the Series N Stated Value by the Series N Conversion Price.
- (8)

- The Issuer's Series O Preferred Stock has no expiration date, and are convertible upon issuance; the conversion ratio is 667 shares of Common Stock for 1 share of Series O Preferred Stock. The Series O Preferred Stock may not be converted if, after such conversion, the Reporting Persons would beneficially own, as determined in accordance with Section 13(d) of the Securities Exchange Act of 1934, as amended, more than 19.99% of the shares of Common Stock outstanding immediately after giving effect to such conversion (the "Beneficial Ownership Limitation").
- (9)

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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