

CASI Pharmaceuticals, Inc.

Form 4

August 16, 2016

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

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(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)
07/14/2016

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 or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D)	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	07/14/2016		P	585,790 (1)	A \$ 0.01 4,823,181	D	
Common Stock	07/20/2016		P	98,271 (2)	A \$ 0.01 4,921,452	D	
Common Stock	07/14/2016		P	394,942 (1)	A \$ 0.01 3,251,810	I	See footnote (3)
Common Stock	07/20/2016		P	66,255 (2)	A \$ 0.01 3,318,065	I	See footnote (3)

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

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

Spectrum Pharmaceuticals, Inc. By: /s/ Kurt A. Gustafson, attorney-in-fact for Spectrum Pharmaceuticals, Inc.

08/16/2016

__Signature of Reporting Person

Date

Spectrum Pharmaceuticals Cayman, L.P. By: /s/ Kurt A. Gustafson, attorney-in-fact for Spectrum Pharmaceuticals Cayman, L.P.

08/16/2016

__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 Sept. 17, 2014 ("Closing Date"), Spectrum Pharmaceuticals, Inc., a Delaware corporation ("Spectrum") and Spectrum Pharmaceuticals Cayman, L.P. ("Spectrum 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 (the "Contingent Right"), in the event Issuer issued securities (subject to limited exceptions) after the Closing Date. On June 24, 2016, the Issuer consummated the second tranche of a private placement of 4,906,118 shares of Common Stock and 981,223 warrants to certain Investors, which triggered the Contingent Right to Spectrum and Spectrum Cayman to purchase, in the aggregate, 980,732 shares of the Issuer's Common Stock. Spectrum and Spectrum Cayman exercised the Contingent Right and on July 14, 2016, the Issuer issued 585,790 shares to Spectrum and 394,942 shares to Spectrum Cayman.

(2) On July 5, 2016, the Issuer consummated the third tranche of a private placement of 823,045 shares of Common Stock and 164,609 warrants to certain Investors, which triggered the Contingent Right to Spectrum and Spectrum Cayman to purchase, in the aggregate, 164,526 shares of the Issuer's Common Stock. Spectrum and Spectrum Cayman exercised the Contingent Right and, on July 20, 2016, the Issuer issued 98,271 shares to Spectrum and 66,255 shares to Spectrum Cayman.

(3) These securities are owned directly by Spectrum 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 Spectrum 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.

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