

CASI Pharmaceuticals, Inc.
 Form 4
 November 01, 2016

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 *
**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)
10/28/2016

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 (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)
				(A) or (D)	Price		
Common Stock	10/28/2016		P	V	773,790 (1)	A	\$ 0.01 5,695,242 D
Common Stock	10/28/2016		P	V	294,815 (2)	A	\$ 0.01 5,990,057 D
Common Stock	10/28/2016		P	V	521,692 (1)	A	\$ 0.01 3,839,757 I See footnote (3)
Common Stock	10/28/2016		P	V	198,765 (2)	A	\$ 0.01 4,038,522 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. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				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

By: /s/ Kurt A. Gustafson, attorney-in-fact for Spectrum Pharmaceuticals, Inc. 11/01/2016
 **Signature of Reporting Person Date

By: /s/ Kurt A. Gustafson, attorney-in-fact for Spectrum Pharmaceuticals Cayman, L.P. 11/01/2016
 **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).

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(1) Pursuant to Investment Agreements, dated 9/17/2014 (the "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 10/3/2016, the Issuer consummated a fourth tranche of a private placement of 6,480,655 shares of Common Stock and 1,296,129 warrants to certain Investors, which triggered the Contingent Right to Spectrum and Spectrum Cayman to purchase, in the aggregate, 1,295,482 shares of Issuer Common Stock. Spectrum and Spectrum Cayman exercised the Contingent Right and on 10/28/2016, the Issuer issued 773,790 shares to Spectrum and 521,692 shares to Spectrum Cayman.

(2) On October 24, 2016, the Issuer consummated a private placement of 2,469,135 shares of Common Stock and 493,827 warrants to certain Investors, which triggered the Contingent Right to Spectrum and Spectrum Cayman to purchase, in the aggregate, 493,580 shares of the Issuer's Common Stock. Spectrum and Spectrum Cayman exercised the Contingent Right and, on October 28, 2016, the Issuer issued 294,815 shares to Spectrum and 198,765 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. 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.