

SHROTRIYA RAJESH C MD

Form 4

January 19, 2018

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2018

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

11500 S. EASTERN AVE., SUITE 240

(Street)

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

HENDERSON, NV 89052

(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 | (A) or (D) | Price | | |
| Common Stock, \$0.001 par value | 01/15/2018 | | A | | 200,652 ⁽¹⁾ | A | \$ 0 200,652 | D | |
| Common Stock, \$0.001 par value | 05/18/2017 | | G ⁽²⁾ | V | 20,000 | D | \$ 0 200,652 ⁽³⁾ | D | |
| Common Stock, \$0.001 par | 08/28/2017 | | G ⁽⁴⁾ | V | 774 | D | \$ 0 68,575 | I | By Shrotriya Family Foundation |

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| | | | | | | | | | |
|---------------------------------|------------|--|--------------------------|---|------|-----------|---|--|--------------------------------|
| value | | | | | | | | | |
| Common Stock, \$0.001 par value | 12/22/2017 | | G ⁽⁴⁾ V 1,431 | D | \$ 0 | 67,144 | I | | By Shrotriya Family Foundation |
| Common Stock, \$0.001 par value | | | | | | 3,477,422 | I | | By RS Irrevocable Trust |
| Common Stock, \$0.001 par value | | | | | | 498,894 | I | | By CS Family Trust |
| Common Stock, \$0.001 par value | | | | | | 28,907 | I | | By 401(k) |
| Common Stock, \$0.001 par value | | | | | | 40,000 | I | | By ROTH IRA |
| Common Stock, \$0.001 par value | | | | | | 9,523 | I | | By Spouse |
| Common Stock, \$0.001 par value | | | | | | 170,473 | I | | By Shrotriya Gift Trust |

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.

SEC 1474
(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) | 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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|-------|

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(Instr. 3,
4, and 5)

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------|---------------------|--------------------|-------|--|
| Code V (A) (D) | | | | |

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 | | | |

Signatures

/s/ Kurt A. Gustafson, attorney-in-fact for Rajesh C. Shrotriya 01/19/2018

__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).

Dr. Shrotriya may be deemed to have acquired beneficial ownership of the shares of common stock reported herein as a result of the determination by the Compensation Committee that applicable performance criteria have been satisfied pursuant to the terms of Dr.

(1) Shrotriya's award agreement. Pursuant to the terms of the award agreement, the actual issuance by the Company of the shares of common stock reported herein is subject to Dr. Shrotriya's having paid or satisfied in full the amount of all federal, state and local taxes applicable to his taxable income resulting from the grant or vesting of the award or the issuance of shares under the award agreement.

(2) This transaction involved a gift of securities by the reporting person to his two adult children and three grandchildren, who do not share the reporting person's household. The reporting person disclaims beneficial ownership of the shares held by his two children and three grandchildren, and this report should not be deemed an admission that the reporting person is the beneficial owner of his children or grandchildren's shares for purposes of Section 16 or any other purpose.

(3) The number of shares deemed beneficially owned directly following the 2017 gift transaction was not adjusted since the gift pre-dated the deemed acquisition of beneficial ownership of the 200,652 shares noted in Table 1, Line 1 of this Form 4.

(4) This transaction involved a gift of securities by the Shrotriya Family Foundation, a Nevada nonprofit corporation, to a nonprofit charitable organization. The reporting person has an indirect beneficial ownership, as a director and officer of the Shrotriya Family Foundation, a Nevada nonprofit corporation.

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.