

SPECTRUM PHARMACEUTICALS INC

Reported by
GUSTAFSON KURT A

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/30/17 for the Period Ending 03/28/17

| | |
|-------------|---|
| Address | 11500 S. EASTERN AVE., SUITE 240 HENDERSON, NV 89052 |
| Telephone | 702-835-6300 |
| CIK | 0000831547 |
| Symbol | SPPI |
| SIC Code | 2834 - Pharmaceutical Preparations |
| Industry | Biotechnology & Medical Research |
| Sector | Healthcare |
| Fiscal Year | 12/31 |

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 or
Section 30(h) of the Investment Company Act of 1940

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person * GUSTAFSON KURT A (Last) (First) (Middle) 11500 S. EASTERN AVE., SUITE 240 (Street) HENDERSON, NV 89052 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol SPECTRUM PHARMACEUTICALS INC [SPPI] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) EVP & Chief Financial Officer |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/28/2017</p> | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | 3/28/2017 | | A | | 50163 <u>(1)</u> | A | \$0.00 | 185501 | D | |
| Common Stock, \$0.001 par value | 3/28/2017 | | F | | 4713 <u>(2)</u> | D | \$6.69 | 180788 | D | |
| Common Stock, \$0.001 par value | | | | | | | | 5297 | I | By 401(k) plan |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Option (Right to Buy) | \$6.69 | 3/28/2017 | | A | | 116959 | | <u>(3)</u> | 3/28/2027 | Common Stock | 116959 | \$0.00 | 116959 | D | |

Explanation of Responses:

- (25% of the restricted shares vested on March 28, 2017. The remaining restricted shares shall vest in 25% equal annual amounts on each anniversary date of 1) the grant over three years.
- (Represents shares withheld by Spectrum to satisfy Reporting Person's tax withholding obligations. The shares have not been sold by the Reporting Person or 2) by Spectrum. The shares have been cancelled by the transfer agent.
- (25% of the option shares vested on March 28, 2017. The remaining option shares shall vest in 25% equal annual amounts on each anniversary date of the 3) grant over three years.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GUSTAFSON KURT A 11500 S. EASTERN AVE. SUITE 240 HENDERSON, NV 89052 | | | EVP & Chief Financial Officer | |

Signatures

Kurt A. Gustafson

3/30/2017

**Signature of Reporting Person

Date

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

* 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).

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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