EDGAR Online

TALON THERAPEUTICS, INC.

Reported by

LEFF JONATHAN S

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/10/12 for the Period Ending 01/09/12

Address	2207 BRIDGEPOINTE PARKWAY SUITE 250 SAN MATEO, CA 94404
Telephone	650-588-6404
CIK	0001140028
Symbol	TLON
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	12/31

Powered By EDGAR Online
http://www.edgar-online.com
© Copyright 2012, EDGAR Online, Inc. All Rights Reserved.
Distribution and use of this document restricted under EDGAR Online, Inc. Terms of Use.

FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: November 30, 2011
Estimated average burden hours per response... 0.5

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
LEFF JONATHAN S (Last) (First) (Middle)	**Talon Therapeutics, Inc. [TLON]**	__ **X** __ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
C/O WARBURG PINCUS LLC, 450 LEXINGTON AVENUE (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **1/9/2012**	
NEW YORK, NY 10017 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ Form filed by One Reporting Person ___ 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. 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			

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				
Series A-2 Convertible Preferred Stock, $0.001 Par Value	**$0.3** (3)	**1/9/2012**		**A**		**99000**		**1/9/2012**	(3)	**Common Stock**	**33000000** (3)	**$100**	**99000** (2)	**I**	**See Footnotes** (1) (2)
Right to acquire Series A-3 Convertible Preferred Stock	**$100** (4)	**1/9/2012**		**A**		**1**		**1/9/2012**	(4)	**Series A-3 Convertible Preferred Stock, $0.001 Par Value**	**600000** (4)	(4)	**1**	**I** (4)	**See Footnotes** (1) (4)

Explanation of Responses:

(1) See Exhibit 99.1, Note 1.

(2) See Exhibit 99.1, Note 2.

(3) See Exhibit 99.1, Note 3.

(4) See Exhibit 99.1, Note 4.

Remarks:

Exhibit List: Exhibit 99.1 - Explanation of Responses

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEFF JONATHAN S **C/O WARBURG PINCUS LLC** **450 LEXINGTON AVENUE** **NEW YORK, NY 10017**	**X**			

Signatures

Name: Jonathan S. Leff By: Scott A. Arenare, Attorney-in-Fact **1/10/2012**

** 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.

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.

Exhibit 99.1

Explanation of Responses:

(1) This Form 4 is filed on behalf of Jonathan S. Leff. Mr. Leff is a Member and Managing Director of Warburg Pincus LLC, a New York limited liability company (" WP LLC "), and a Partner of Warburg Pincus & Co., a New York general partnership (" WP "). Warburg Pincus Private Equity X, L.P., a Delaware limited partnership (" WP X ") directly beneficially owns 95,931 shares of Series A-2 Convertible Preferred Stock, par value $0.001 per share (the " Series A-2 Preferred "), of Talon Therapeutics, Inc., a Delaware corporation (the " Company "), and Warburg Pincus X Partners, L.P., a Delaware limited partnership (" WPP X " and, together with WP X, the " WP X Funds ") directly beneficially owns 3,069 shares of Series A-2 Preferred (together with the 95,931 shares of Series A-2 Preferred beneficially owned by WP X, the " Securities "). Warburg Pincus X, L.P. is a Delaware limited partnership and the sole general partner of each of the WP X Funds (" WP X LP "). Warburg Pincus X LLC is a Delaware limited liability company and the sole general partner of WP X LP (" WP X LLC "). Warburg Pincus Partners LLC is a New York limited liability company and the sole member of WP X LLC (" WPP LLC "). WP LLC manages each of the WP X Funds. WP is the managing member of WPP LLC. Charles R. Kaye and Joseph P. Landy are each a Managing General Partner of WP and Co-President and Managing Member of WP LLC and may be deemed to control the WP X Funds, WP X LP, WP X LLC, WPP LLC, WP LLC and WP. Each of the WP X Funds, WP X LP, WP X LLC, WPP LLC, WP LLC, WP, and Messrs. Charles R. Kaye and Joseph P. Landy, is a "Reporting Person" and collectively, the "Warburg Pincus Reporting Persons".

This Form 4 shall not be deemed an admission that the Reporting Person or any other person referred to herein is a beneficial owner of any Securities or the right to acquire Series A-3 Preferred for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the " Exchange Act "), or for any other purpose or that the Reporting Person or other person has an obligation to file this Form 4.

(2) By reason of the provisions of Rule 16a-1 of the Exchange Act, the Warburg Pincus Reporting persons, other than the WP X Funds, may be deemed to be the beneficial owners of an indeterminate portion of the Securities that may be deemed to be beneficially owned by the WP X Funds, and each WP X Fund may be deemed to beneficially own an indeterminate portion of the Securities that may be deemed to be beneficially owned by the other WP X Fund. WP X LP, WP X LLC, WPP LLC, WP LLC, WP, Mr. Kaye, Mr. Landy and Mr. Leff may be deemed to have an indirect pecuniary interest in an indeterminate portion of the Securities that may be deemed to be beneficially owned by the WP X Funds. Mr. Leff disclaims beneficial ownership of all Securities that may be deemed to be beneficially owned by the WP X Funds, except to the extent of any indirect pecuniary interest therein.

(3) Each share of Series A-2 Preferred is convertible into such number of shares of common stock of the Company, par value $0.001 (" Common Stock "), as is equal to the accreted value of such share of Series A-2 Preferred divided by a conversion price equal to $0.30 as of January 9, 2012, subject to adjustment pursuant to the terms of the certificate of designation setting forth the designations, preferences, limitations and relative rights of the Series A-2 Preferred. Unless converted or redeemed pursuant to their terms, the Series A-2 Preferred do not expire.

(4) WP X and WPP X share a contractual right to acquire, in one or more separate transactions at a price per share of $100, six hundred thousand (600,000) shares of the Company's Series A-3 Convertible Preferred Stock, par value $0.001, per share (the "Series A-3 Preferred"), prior to one year following the receipt of notice from the Company that the Company has received written marketing approval in the United States (which for the purposes of clarity shall include "accelerated approval") from the U.S. Food and Drug Administration for a New Drug Application submitted for certain of the Company's products. If the WP X Funds elect to purchase any shares of Series A-3 Preferred, Deerfield Private Design Fund, L.P., Deerfield Private Design International, L.P., Deerfield Special Situation Fund, L.P., and Deerfield Special Situations Fund International Limited (collectively, the "Deerfield Purchasers"), subject to certain terms and conditions, have the right to purchase ten percent (10%) of such shares which shall reduce the number of shares acquirable by the WP X Funds to the extent that the Deerfield Purchasers exercise this right. By reason of the provisions of Rule 16a-1 of the Exchange Act, the Warburg Pincus Reporting Persons, other than the WP X Funds, may be deemed to be the beneficial owners of an indeterminate portion of the right to acquire Series A-3 Preferred that may be deemed to be beneficially owned by the WP X Funds, and each WP X Fund may be deemed to beneficially own an indeterminate portion of the right to acquire Series A-3 Preferred that may be deemed to be beneficially owned by the other WP X Fund. WP X LP, WP X LLC, WPP LLC, WP LLC, WP, Mr. Kaye, Mr. Landy and Mr. Leff may be deemed to have an indirect pecuniary interest in an indeterminate portion of the right to acquire Series A-3 Preferred that may be deemed to be beneficially owned by the WP X Funds. Mr. Leff disclaims beneficial ownership of the right to acquire Series A-3 Preferred that may be deemed to be beneficially owned by the WP X Funds, except to the extent of any indirect pecuniary interest therein.