

PEREGRINE PHARMACEUTICALS INC

Filed by
STAFFORD JOHN S III

FORM SC 13D/A (Amended Statement of Beneficial Ownership)

Filed 10/17/17

Address	14282 FRANKLIN AVE TUSTIN, CA, 92780
Telephone	7145086000
CIK	0000704562
Symbol	PPHM
SIC Code	2834 - Pharmaceutical Preparations
Industry	Pharmaceuticals
Sector	Healthcare
Fiscal Year	04/30

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 4)

Peregrine Pharmaceuticals, Inc.

(Name of Issuer)

Series E Preferred Stock

(Title of Class of Securities)

713661403

(CUSIP Number)

John S. Stafford, III
c/o Ronin Trading, LLC
350 N. Orleans Street, Suite 2N
Chicago, IL 60654
(312) 244-5284

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

October 13, 2017

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note : Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of Reporting Person.
John S. Stafford, III

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)
AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization:
USA

7. Sole Voting Power:
115,299 (1)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power:
0

9. Sole Dispositive Power:
115,299 (1)

10. Shared Dispositive Power:
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
115,299 (1)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11):
7.0%

14. Type of Reporting Person (See Instructions):
IN

(1) All 115,299 shares of Series E Convertible Preferred Stock beneficially owned by Mr. Stafford are directly beneficially owned by Ronin Trading, LLC. Ronin Trading, LLC is owned and managed by John S. Stafford, III.

1. Names of Reporting Person.
Ronin Trading, LLC
32-0400192

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)
WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
Delaware

7. Sole Voting Power:
115,299 (2)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power:
0

9. Sole Dispositive Power:
115,299 (2)

10. Shared Dispositive Power:
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
115,299 (2)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11):
7.0%

14. Type of Reporting Person (See Instructions):
OO

(2) Ronin Trading, LLC is owned and managed by John S. Stafford, III, and Mr. Stafford is the indirect beneficial owner of all of the shares of Series E Convertible Preferred Stock owned by Ronin Trading, LLC.

1. Names of Reporting Person.
Roger Farley

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)
PF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization:
USA

7. Sole Voting Power:
1,000

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power:
0

9. Sole Dispositive Power:
1,000

10. Shared Dispositive Power:
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
1,000

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11):

Less than 1%

14. Type of Reporting Person (See Instructions):
IN

1. Names of Reporting Person.
Stephen White

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)
AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization:
USA

7. Sole Voting Power:
11,800(3)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power:
0

9. Sole Dispositive Power:
11,800(3)

10. Shared Dispositive Power:
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
11,800(3)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11):

Less than 1%

14. Type of Reporting Person (See Instructions):
IN
-

(3) Stephen White is the indirect beneficial owner of all of the shares of Series E Convertible Preferred Stock of Peregrine Pharmaceuticals, Inc. beneficially owned in the aggregate by SW Investment Management LLC and SWIM Partners LP by virtue of his having sole voting and dispositive power over such shares.

1. Names of Reporting Person.
SW Investment Management LLC
81-0765824

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization:
Illinois

7. Sole Voting Power:
11,800 (4)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power:
0

9. Sole Dispositive Power:
11,800 (4)

10. Shared Dispositive Power:
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
11,800 (4)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11):
Less than 1%

14. Type of Reporting Person (See Instructions):
IA, OO

(4) 3,120 shares of Series E Convertible Preferred Stock of Peregrine Pharmaceuticals, Inc. are held in an account separately managed by SW Investment Management LLC (the "SW Account"). 8,680 shares of Series E Convertible Preferred Stock of Peregrine Pharmaceuticals, Inc. are directly beneficially owned by SWIM Partners LP. SW Investment Management LLC, as the general partner and investment adviser of SWIM Partners LP and the investment adviser to the SW Account, may be deemed to beneficially own the securities owned directly by SWIM Partners and held in the SW Account.

1. Names of Reporting Person.
SWIM Partners LP
90-0852885

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)
WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization:
Delaware

7. Sole Voting Power:
8,680 (5)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power:
0

9. Sole Dispositive Power:
8,680 (5)

10. Shared Dispositive Power:
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
8,680 (5)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11):

Less than 1%

14. Type of Reporting Person (See Instructions):
PN
-

(5) Stephen White is the indirect beneficial owner of all of the shares of Series E Convertible Preferred Stock of Peregrine Pharmaceuticals, Inc. beneficially owned by SWIM Partners LP by virtue of his having sole voting and dispositive power over such shares.

1. Names of Reporting Person.
James J. Egan

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization:
USA

7. Sole Voting Power:
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power:
0

9. Sole Dispositive Power:
0

10. Shared Dispositive Power:
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11):

0%

14. Type of Reporting Person (See Instructions):
IN

1. Names of Reporting Person.
Gregory P. Sargen

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization:
USA

7. Sole Voting Power:
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power:
0

9. Sole Dispositive Power:
0

10. Shared Dispositive Power:
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11):

0%

14. Type of Reporting Person (See Instructions):
IN

1. Names of Reporting Person.
Brian W. Scanlan

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization:
USA

7. Sole Voting Power:
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power:
0

9. Sole Dispositive Power:
0

10. Shared Dispositive Power:
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11):

0%

14. Type of Reporting Person (See Instructions):
IN

1. Names of Reporting Person.
Saiid Zarrabian

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization:
USA

7. Sole Voting Power:
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power:
0

9. Sole Dispositive Power:
0

10. Shared Dispositive Power:
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11):

0%

14. Type of Reporting Person (See Instructions):
IN

Item 1. Security and Issuer

This Amendment No. 4 (this “Amendment”) to the Statement on Schedule 13D filed on April 17, 2017, as amended by Amendment No. 1 to the Statement on Schedule 13D filed on May 19, 2017, Amendment No. 2 to the Statement on Schedule 13D filed on July 14, 2017 and Amendment No. 3 to the Statement on Schedule 13D filed on October 11, 2017 (as amended, the “Schedule 13D”), filed on behalf of John S. Stafford, III, Ronin Trading, LLC, Roger Farley, Stephen White, SW Investment Management LLC, SWIM Partners LP, James J. Egan, Gregory P. Sargen, Brian W. Scanlan and Saiid Zarrabian relates to the Series E Convertible Preferred Stock, par value \$.001 per share (the “Preferred Stock”), of Peregrine Pharmaceuticals, Inc., a Delaware corporation (the “Issuer”). The address of the Issuer’s principal executive offices is 14282 Franklin Avenue, Tustin, California 92780. The Schedule 13D is hereby further amended and supplemented as follows:

Item 2. Identity and Background

Items 2(a) through 2(f) of the Schedule 13D are amended to read as follows:

(a) Name: John S. Stafford, III

Ronin Trading, LLC

Roger Farley

Stephen White

SW Investment Management LLC

SWIM Partners LP

James J. Egan

Gregory P. Sargen

Brian W. Scanlan

Saiid Zarrabian

(each a “Reporting Person” and collectively, the “Reporting Persons”)

(b) Business address for Reporting Persons:

John S. Stafford, III, Ronin Trading, LLC and Roger Farley: 350 N. Orleans Street, Suite 2N, Chicago, IL 60654

Stephen White, SW Investment Management LLC and SWIM Partners LP: 737 N Michigan Avenue, Suite 2250, Chicago IL 60611

James J. Egan: 4811 Island Pond Court, Unit 805, Bonita Springs, Florida 34134

Gregory P. Sargen: c/o Cambrex Corp., 1 Meadowlands Plaza, East Rutherford, NJ 07073

Brian W. Scanlan: 17 Thornton Ferry Rd. 1, Amherst, NH 03031

Saiid Zarrabian: P.O. Box 675765, Rancho Sante Fe, CA 92067

(c) John S. Stafford, III is the president, chief executive officer and manager of Ronin Trading, LLC, a Delaware limited liability company, with its principal place of business located at 350 N. Orleans Street, Suite 2N, Chicago, IL 60654. Ronin Trading, LLC is engaged in the business of proprietary trading.

Roger Farley is a trader and equity member of Ronin Capital, LLC, a Delaware limited liability company, with its principal place of business located at 350 N. Orleans Street, Suite 2N, Chicago, IL 60654.

Stephen White is the manager of SW Investment Management LLC, an Illinois limited liability company, with its principal place of business at 737 N Michigan Avenue, Suite 2250, Chicago IL 60611, which is the general partner and investment adviser of SWIM Partners LP, a Delaware limited partnership, and the investment adviser of the SW Account.

James J. Egan serves as a strategic advisor to Numab AG, a Swiss biotech company that develops antibody-based therapeutics with its principal place of business located at Einsiedlerstrasse 34, 8820 Wädenswil, Switzerland. Mr. Egan also currently serves as a Consultant to MSM Protein Technologies, Inc., an early drug development company, CuroNZ Ltd., a clinical stage biotechnology company, and ATEA Pharmaceuticals, Inc., an emerging biopharmaceutical company.

Gregory P. Sargen is the Executive Vice President of Corporate Development of Cambrex Corp., a Delaware corporation, with its principal place of business located at 1 Meadowlands Plaza, East Rutherford, NJ 07073.

Brian W. Scanlan is Managing Partner of Freedom Bioscience Partners, LLC, a New Hampshire limited liability company with its principal place of business located at 17 Thornton Ferry Rd. 1, Amherst, NH 03031.

Saiid Zarrabian is an advisor to Redline Capital Partners, S.A., an entity organized under the laws of Luxembourg with its principal place of business located at 26 Avenue Monterey, Luxembourg City, L-2163.

(d) None of the Reporting Persons was, during the last five years, convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Person was, during the last five years, a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was or is subject to a judgment, decree or final order (1) enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or (2) finding any violation with respect to such laws.

(f) John S. Stafford, III is a citizen of the United States.

Ronin Trading, LLC is a Delaware limited liability company.

Roger Farley is a citizen of the United States.

Stephen White is a citizen of the United States.

SW Investment Management LLC is an Illinois limited liability company.

SWIM Partners LP is a Delaware limited partnership.

James J. Egan is a citizen of the United States.

Gregory P. Sargen is a citizen of the United States.

Brian W. Scanlan is a citizen of the United States.

Saiid Zarrabian is a citizen of the United States.

Item 5. Interest in Securities of the Issuer

Item 5(a) of the Schedule 13D is hereby amended and supplemented as follows:

All of the percentages of beneficial ownership of the Reporting Persons set forth in this Schedule 13D are based on 1,647,760 shares of issued and outstanding Preferred Stock as of July 31, 2017, as reported in the Issuer's Form 10-Q for the fiscal quarter ended July 31, 2017, filed on September 11, 2017.

As of October 16, 2017, Ronin Trading, LLC directly beneficially owns 115,299 shares of Preferred Stock, representing approximately 7.0% of the outstanding shares of Preferred Stock. Mr. Stafford, as the manager of Ronin Trading, LLC, may be deemed to beneficially own the 115,299 shares of Preferred Stock beneficially owned by Ronin Trading, LLC, representing approximately 7.0% of the outstanding shares of Preferred Stock.

As of October 16, 2017, Mr. Farley directly beneficially owns 1,000 shares of Preferred Stock, representing less than 1% of the outstanding shares of Preferred Stock.

As of October 16, 2017, SWIM Partners LP directly beneficially owns 8,680 shares of Preferred Stock, representing less than 1% of the outstanding shares of Preferred Stock. As of the date hereof, 3,120 shares of Preferred Stock were held in the SW Account, representing less than 1% of the outstanding shares of Preferred Stock. SW Investment Management LLC, as the general partner and investment adviser of SWIM Partners LP and the investment adviser of the SW Account, may be deemed to beneficially own the 11,800 shares of Preferred Stock beneficially owned in the aggregate by SWIM Partners LP and held in the SW Account, representing less than 1% of the outstanding shares of Preferred Stock. Mr. White, as the manager of SW Investment Management LLC, may be deemed to beneficially own the 11,800 shares of Preferred Stock beneficially owned in the aggregate by SWIM Partners LP and held in the SW Account, representing less than 1% of the outstanding shares of Preferred Stock.

As of the date hereof, Messrs. Egan, Sargen, Scanlan and Zarrabian did not beneficially own any shares of Preferred Stock.

Item 5(c) of the Schedule 13D is hereby amended and supplemented as follows:

Subsequent to the filing of Amendment No. 3 to the Schedule 13D, the Reporting Persons engaged in the following transactions with respect to the Issuer's securities:

Roger Farley

Preferred Stock:

- On October 13, 2017, Mr. Farley purchased 1,000 shares at a price of \$22.8202 per share.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 is hereby amended to add the following:

On October 13, 2017, Mr. Farley entered into a Joinder Agreement (the "Joinder Agreement") to that certain Joint Filing and Solicitation Agreement, dated July 12, 2017 and the Joinder Agreement thereto dated October 9, 2017, pursuant to which Mr. Farley agreed to be bound by the terms and conditions set forth therein, including, among other things, the joint filing on behalf of each party of statements on Schedule 13D, and any amendments thereto, with respect to the securities of the Issuer. A copy of the Joinder Agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits

Item 7 is hereby amended to add the following exhibits:

99.1 Joinder Agreement, dated October 13, 2017.

Except as expressly modified hereby, all provisions of the Schedule 13D shall continue in full force and effect.

[signature page follows]

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATE: October 17, 2017

RONIN TRADING, LLC

By: /s/ Agnes Burda
Name: Agnes Burda
Title: Chief Compliance Officer

/s/ John S. Stafford, III
JOHN S. STAFFORD, III

SW INVESTMENT MANAGEMENT LLC

By: /s/ Stephen White
Name: Stephen White
Title: Manager

/s/ Stephen White
Stephen White

SWIM PARTNERS LP

By: /s/ Stephen White
Name: Stephen White
Title: Manager of General Partner

/s/ Roger Farley
Roger Farley

James J. Egan

Gregory P. Sargen

Brian W. Scanlan

Saiid Zarrabian

*** By: /s/ John S. Stafford, III
John S. Stafford, III
Attorney-in-fact

JOINDER AGREEMENT

This JOINDER AGREEMENT (the "Joinder") is dated as of October 13, 2017 by and among Ronin Trading, LLC, John S. Stafford, III, SWIM Partners LP, SW Investment Management LLC, Stephen White, James J. Egan, Gregory P. Sargen, Brian W. Scanlan and Saiid Zarrabian (collectively, the "Existing Members") and Roger Farley (the "New Member").

WHEREAS, the Existing Members are parties to that certain Joint Filing and Solicitation Agreement, dated as of July 12, 2017 and Joinder Agreement thereto, dated October 9, 2017 (collectively, the "Agreement"), pursuant to which the Existing Members formed a "group" (as contemplated by Section 13(d) of the Securities Exchange Act of 1934, as amended) for the purpose of (i) seeking representation on the Board of Directors of Peregrine Pharmaceuticals, Inc. at the 2017 Annual Meeting (as defined in the Agreement), (ii) taking such other actions as the parties deem advisable and (iii) taking all other action necessary or advisable to achieve the foregoing; and

WHEREAS, the New Member desires to join the group formed by the Existing Members.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements of the parties herein contained, the parties hereby agree as follows:

1. Effective immediately, the New Member is joined as a party to the Agreement.
2. The New Member agrees to be bound by the terms of the Agreement, including the obligations of a member of the Group (as defined in the Agreement), the terms of which are incorporated herein and made a part hereof.
3. This Joinder may be executed in counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute but one and the same instrument, which may be sufficiently evidenced by one counterpart.

[Signatures appear on next page]

IN WITNESS WHEREOF, the parties hereto have caused this Joinder Agreement to be executed as of the day and year first above written.

Ronin Trading, LLC

By: /s/ John S. Stafford, III
Name: John S. Stafford, III
Title: Manager

/s/ John S. Stafford, III
John S. Stafford, III
Individually and as attorney-in-fact for James J. Egan, Gregory P. Sargen, Brian
W. Scanlan and Saiid Zarrabian

SWIM Partners LP

By: SW Investment Management LLC
General Partner

By: /s/ Stephen White
Name: Stephen White
Title: Manager

SW Investment Management LLC

By: /s/ Stephen White
Name: Stephen White
Title: Manager

/s/ Stephen White
Stephen White

/s/ Roger Farley
Roger Farley
