

# PEREGRINE PHARMACEUTICALS INC

Filed by  
**TAPPAN STREET PARTNERS LLC**

## **FORM SC 13G/A** (Amended Statement of Ownership)

Filed 11/13/17

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

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934\*  
(Amendment No. 2)**

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**Peregrine Pharmaceuticals, Inc.**  
(Name of Issuer)

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**Common Stock (\$0.001 par value)**  
(Title of Class of Securities)

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**713661502**  
(CUSIP Number)

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**November 6, 2017**  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* 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 the disclosures provided in a prior cover page.

The information required in 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).

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|   |   |  |
|---|---|--|
| <b>1</b>  | NAME OF REPORTING PERSONS<br>Tappan Street Partners LLC   |  |
|   | I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS<br>(ENTITIES ONLY) EIN: 45-2662859                                 |  |
| <b>2</b>  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/><br>(b) <input type="checkbox"/> |  |
| <b>3</b>  | SEC USE ONLY  |  |
| <b>4</b>  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware, United States of America                                    |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH: | <b>5</b>  | SOLE VOTING POWER<br>0                 |
|   | <b>6</b>  | SHARED VOTING POWER<br>3,829,504*      |
|   | <b>7</b>  | SOLE DISPOSITIVE POWER<br>0            |
|   | <b>8</b>  | SHARED DISPOSITIVE POWER<br>3,829,504* |
| <b>9</b>  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>3,829,504                                     |  |
| <b>10</b>   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES <input type="checkbox"/>                   |  |
| <b>11</b>   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9<br>8.49%†   |  |
| <b>12</b>   | TYPE OF REPORTING PERSON<br>IA  |  |

\* Tappan Street Partners LLC is the investment manager of the Tappan Street Partners Fund L.P. (the "Fund") and the Tappan Street Partners Ideas Fund L.P. (the "Ideas Fund" and together with the Fund, the "Funds") in which such shares referred to above are held. As a result, Tappan Street Partners LLC possesses the power to vote and dispose or direct the disposition of all the shares owned by the Funds. Thus, Tappan Street Partners LLC may be deemed to beneficially own a total of 3,829,504 shares.

†Based on a total of 45,096,081 Shares outstanding of the Issuer as of November 6, 2017, as set forth in the Issuer's most recent Form 10-Q, filed September 11, 2017.

|   |   |                                       |
|---|---|---------------------------------------|
| <b>1</b>  | NAME OF REPORTING PERSONS<br>Tappan Street Partners Fund L.P.   |                                       |
|   | I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS<br>(ENTITIES ONLY) EIN: 45- 2663014                                |                                       |
| <b>2</b>  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/><br>(b) <input type="checkbox"/> |                                       |
| <b>3</b>  | SEC USE ONLY  |                                       |
| <b>4</b>  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware, United States of America                                    |                                       |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH: | <b>5</b>  | SOLE VOTING POWER<br>0                |
|   | <b>6</b>  | SHARED VOTING POWER<br>1,540,000      |
|   | <b>7</b>  | SOLE DISPOSITIVE POWER<br>0           |
|   | <b>8</b>  | SHARED DISPOSITIVE POWER<br>1,540,000 |
| <b>9</b>  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>1,540,000                                     |                                       |
| <b>10</b>   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES <input type="checkbox"/>                   |                                       |
| <b>11</b>   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9<br>3.41%†   |                                       |
| <b>12</b>   | TYPE OF REPORTING PERSON<br>PN  |                                       |

†Based on a total of 45,096,081 Shares outstanding of the Issuer as of November 6, 2017, as set forth in the Issuer's most recent Form 10-Q, filed September 11, 2017.

|   |   |  |
|---|---|--|
| <b>1</b>  | NAME OF REPORTING PERSONS<br>Tappan Street Partners Ideas Fund L.P.           |  |
|   | I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS<br>(ENTITIES ONLY) EIN: 82-1702999 |  |
| <b>2</b>  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                              | (a) <input type="checkbox"/><br>(b) <input type="checkbox"/> |
| <b>3</b>  | SEC USE ONLY  |  |
| <b>4</b>  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware, United States of America    |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH: | <b>5</b>  | SOLE VOTING POWER<br>0                                       |
|   | <b>6</b>  | SHARED VOTING POWER<br>2,289,504                             |
|   | <b>7</b>  | SOLE DISPOSITIVE POWER<br>0                                  |
|   | <b>8</b>  | SHARED DISPOSITIVE POWER<br>2,289,504                        |
| <b>9</b>  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>2,289,504     |  |
| <b>10</b>   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES            | <input type="checkbox"/>                                     |
| <b>11</b>   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9<br>5.08%†                     |  |
| <b>12</b>   | TYPE OF REPORTING PERSON<br>PN  |  |

†Based on a total of 45,096,081 Shares outstanding of the Issuer as of November 6, 2017, as set forth in the Issuer's most recent Form 10-Q, filed September 11, 2017.

|   |  |  |
|---|--|--|
| <b>1</b>  | NAME OF REPORTING PERSONS<br>Prasad Phatak                                 |  |
|   | I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS<br>(ENTITIES ONLY)              |  |
| <b>2</b>  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                           |  |
|   |  | (a) <input type="checkbox"/>           |
|   |  | (b) <input type="checkbox"/>           |
| <b>3</b>  | SEC USE ONLY   |  |
| <b>4</b>  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States of America           |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH: | <b>5</b>   | SOLE VOTING POWER<br>86,107            |
|   | <b>6</b>   | SHARED VOTING POWER<br>3,829,504*      |
|   | <b>7</b>   | SOLE DISPOSITIVE POWER<br>86,107       |
|   | <b>8</b>   | SHARED DISPOSITIVE POWER<br>3,829,504* |
| <b>9</b>  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>3,915,611* |  |
| <b>10</b>   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES         |  |
|   |  | <input type="checkbox"/>               |
| <b>11</b>   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9<br>8.68%†                  |  |
| <b>12</b>   | TYPE OF REPORTING PERSON<br>IN   |  |

\* Mr. Phatak is the managing member of Tappan Street Partners LLC. As a result, Mr. Phatak possesses the power to vote and dispose or direct the disposition of all the shares beneficially owned by Tappan Street Partners LLC as investment manager to the Funds. Mr. Phatak disclaims beneficial ownership of any of the shares held by the Funds.

†Based on a total of 45,096,081 Shares outstanding of the Issuer as of November 6, 2017, as set forth in the Issuer's most recent Form 10-Q, filed September 11, 2017.

**Item 1(a).** **Name of Issuer:** Peregrine Pharmaceuticals, Inc .

**Item 1(b).** **Address of Issuer's Principal Executive Offices:** 14282 Franklin Avenue,  
Tustin, California 92780

**Item 2(a).** **Name of Person Filing:** Tappan Street Partners LLC  
Tappan Street Partners Fund L.P.  
Tappan Street Partners Ideas Fund L.P.  
Prasad Phatak

**Item 2(b).** **Address of Principal Business Office or, if None, Residence:**  
33 Irving Place, Third Floor, New York, NY 10003

**Item 2(c).** **Citizenship:** Tappan Street Partners, LLC is a Delaware limited liability company. Tappan Street Partners Fund, L.P. is a Delaware limited partnership. Tappan Street Partners Ideas Fund, L.P. is a Delaware limited partnership. Mr. Phatak is a United States citizen

**Item 2(d).** **Title of Class of Securities:** Common Stock (\$0.001 par value)

**Item 2(e).** **CUSIP Number:** 731661502

**Item 3.** **If This Statement is Filed Pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), Check Whether the Person Filing is a:**

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
  - (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
  - (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
  - (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with §240.13d-1(b)(ii)(G);
  - (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
  - (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).
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**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

**(a) Amount beneficially owned:** Aggregate of all filers—3,915,611

Tappan Street Partners LLC —3,829,504  
Tappan Street Partners Fund L.P. —1,540,000  
Tappan Street Partners Ideas Fund L.P. —2,289,504  
Prasad Phatak—3,915,611\*

**(b) Percent of class:** Aggregate of all filers—8.68%

Tappan Street Partners LLC—8.49%  
Tappan Street Partners Fund L.P.—3.41%  
Tappan Street Partners Ideas Fund L.P. —5.08%  
Prasad Phatak—8.68%\*

**(c) Number of shares as to which such person has:****(i) Sole power to vote or to direct the vote:**

Tappan Street Partners LLC —0  
Tappan Street Partners Fund L. P. —0  
Tappan Street Partners Ideas Fund L. P. —0  
Prasad Phatak—86,107

**(ii) Shared power to vote or to direct the vote:**

Tappan Street Partners LLC —3,829,504  
Tappan Street Partners Fund L. P. —1,540,000  
Tappan Street Partners Ideas Fund L. P. —2,289,504  
Prasad Phatak—3,829,504\*

**(iii) Sole power to dispose or to direct the disposition of:**

Tappan Street Partners LLC —0  
Tappan Street Partners Fund L. P. —0  
Tappan Street Partners Ideas Fund L. P. —0  
Prasad Phatak—86,107

**(iv) Shared power to dispose or to direct the disposition of:**

Tappan Street Partners LLC —3,829,504  
Tappan Street Partners Fund L. P. —1,540,000  
Tappan Street Partners Ideas Fund L. P. —2,289,504  
Prasad Phatak—3,829,504\*

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\*Mr. Phatak is the managing member of Tappan Street Partners LLC. As a result, Mr. Phatak possesses the power to vote and dispose or direct the disposition of all the shares beneficially owned by Tappan Street Partners LLC as investment manager to the Funds. Mr. Phatak disclaims beneficial ownership of any of the shares held by the Funds.



**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not applicable

**Item 8. Identification and Classification of Members of the Group.**

Not applicable

**Item 9. Notice of Dissolution of Group.**

Not applicable

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

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: November 13, 2017

Signature: /s/ Prasad Phatak

Name: Prasad Phatak

TAPPAN STREET PARTNERS FUND L.P.

Date: November 13, 2017

By: /s/ Prasad Phatak

Name: Prasad Phatak

Title: Managing Member of Tappan Street Partners LLC, investment adviser to Tappan Street Partners Fund L.P.

TAPPAN STREET PARTNERS IDEAS FUND L.P.

Date: November 13, 2017

By: /s/ Prasad Phatak

Name: Prasad Phatak

Title: Managing Member of Tappan Street Partners LLC, investment adviser to Tappan Street Partners Ideas Fund L.P.

TAPPAN STREET PARTNERS, LLC

Date: November 13, 2017

By: /s/ Prasad Phatak

Name: Prasad Phatak

Title: Managing Member of Tappan Street Partners LLC

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**EXHIBIT A**

**Joint Filing Agreement**

The Undersigned agree that the statements on Schedule 13G with respect to the common stock of Peregrine Pharmaceuticals, Inc. dated as of November 13, 2017, is, and any amendment thereto signed by each of the undersigned shall be, filed on behalf of each of them pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Date: November 13, 2017

Signature: /s/ Prasad Phatak  
Name: Prasad Phatak

TAPPAN STREET PARTNERS FUND L.P.

Date: November 13, 2017

By: /s/ Prasad Phatak  
Name: Prasad Phatak  
Title: Managing Member of Tappan Street Partners LLC Investment  
Adviser to Tappan Street Partners Fund L.P.

TAPPAN STREET PARTNERS IDEAS FUND L.P.

Date: November 13, 2017

By: /s/ Prasad Phatak  
Name: Prasad Phatak  
Title: Managing Member of Tappan Street Partners LLC Investment  
Adviser to Tappan Street Partners Ideas Fund L.P.

TAPPAN STREET PARTNERS LLC

Date: November 13, 2017

By: /s/ Prasad Phatak  
Name: Prasad Phatak  
Title: Managing Member of Tappan Street Partners LLC

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