

# THRESHOLD PHARMACEUTICALS INC

## FORM NT 10-Q

(Notification that Quarterly Report will be submitted late)

Filed 05/16/17 for the Period Ending 03/31/17

Address	170 HARBOR WAY SUITE 300 SOUTH SAN FRANCISCO, CA 94080
Telephone	650 474 8200
CIK	0001183765
Symbol	THLD
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 12b-25**

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**Commission File Number: 001-32979**

**CUSIP Number: 885807206**

**NOTIFICATION OF LATE FILING**

*(Check One)* :     Form 10-K     Form 20-F     Form 11-K     Form 10-Q  
                   Form 10-D     Form N-SAR     Form N-CSR

For Period Ended:    March 31, 2017

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR
- For the Transition Period Ended:

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

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**PART I — REGISTRANT INFORMATION**

**Threshold Pharmaceuticals, Inc.**

Full Name of Registrant

N/A

Former Name if Applicable

**3705 Haven Ave., Suite 120**

Address of Principal Executive Office *(Street and Number)*

**Menlo Park, CA 94025**

City, State and Zip Code

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**PART II — RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the Registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.
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**PART III — NARRATIVE**

State below in reasonable detail why the Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR or the transition report portion thereof could not be filed within the prescribed time period.

Due to connectivity issues with the Commission's EDGAR server, Threshold Pharmaceuticals, Inc. (the "Company") was unable to file its Quarterly Report on Form 10-Q for the period ended March 31, 2017 (the "Quarterly Report") within the prescribed time period. Although the Quarterly Report was submitted by the Company's filing agent prior to 5:30 pm ET deadline on May 15, 2017, the submission was not accepted by the EDGAR system until after 5:30 pm ET.

The Company intends to submit a written request to the Commission to adjust the filing date of the Quarterly Report to May 15, 2017, pursuant to Rule 13(b) of Regulation S-T. However, as a precautionary matter, the Company is submitting this Form 12b-25 to ensure that it remains timely in its periodic filings under the Securities Exchange Act of 1934, as amended.

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**PART IV — OTHER INFORMATION**

- (1) Name and telephone number of person to contact in regard to this notification

Mark Hopkins  
\_\_\_\_\_  
(Name)

650  
\_\_\_\_\_  
(Area Code)

273-2122  
\_\_\_\_\_  
(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes  No
- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

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**Threshold Pharmaceuticals, Inc.**

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(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 16, 2017

By: /s/ Joel A. Fernandes

Name: Joel A. Fernandes

Title: Senior Vice President, Finance and Controller

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

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