

SPECTRUM PHARMACEUTICALS INC

Form 8-K

May 04, 2007

**Table of Contents**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 8-K**  
**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(D) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**  
**Date of Report: May 4, 2007**  
**SPECTRUM PHARMACEUTICALS, INC.**  
(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-28782**  
(Commission File  
Number)

**93-0979187**  
(I.R.S. Employer  
Identification No.)

**157 Technology Drive**  
**Irvine, California 92618**  
(Address of principal executive offices) (Zip Code)  
**(949) 788-6700**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**TABLE OF CONTENTS**

Item 1.01. Entry into a Material Definitive Agreement

ITEM 8.01. Other Events

Item 9.01. Financial Statements and Exhibits

SIGNATURE

EXHIBIT INDEX

EXHIBIT 1.1

EXHIBIT 5.1

EXHIBIT 10.1

EXHIBIT 99.1

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**Table of Contents**

**Item 1.01. Entry into a Material Definitive Agreement.**

On May 4, 2007, Spectrum Pharmaceuticals, Inc. (the Company ) entered into a Placement Agent Agreement with Oppenheimer & Co. Inc., as lead placement agent, Lazard Capital Markets LLC, as co-lead placement agent, and Rodman & Renshaw, LLC and ThinkEquity Partners, LLC, as co-placement agents, relating to a registered direct offering of shares of the Company s common stock, par value \$.001, at a price of \$6.25 per share (the Offering ). The Company will pay the placement agents an aggregate fee equal to 6.0% of the gross proceeds of the Offering. The placement agents will use their best efforts to arrange for investors to purchase common stock directly from the Company, but the placement agents will not purchase common stock from the Company for resale to the public. The Offering is expected to close on or about May 9, 2007, subject to the satisfaction of customary closing conditions. No warrants will be issued in the Offering.

The shares offered by the Company in the Offering were registered under an existing shelf registration statement on Form S-3 (Registration No. 333-121612), which was declared effective by the Securities and Exchange Commission (the SEC ) on January 24, 2005. The amount of securities registered under such shelf was expanded by a subsequent filing on Form S-3 filed on May 4, 2007. A copy of the Placement Agent Agreement is filed as Exhibit 1.1 hereto and is incorporated herein by reference. The Placement Agent Agreement contains representations and warranties that the parties made solely for the benefit of each other, in the context of all of the terms and conditions of the agreement. Accordingly, other investors and stockholders may not rely on such representations and warranties. Furthermore, such representations and warranties are made only as of the date of the Placement Agent Agreement. Information concerning the subject matter of such representations and warranties may change after the date of the Placement Agent Agreement, and any such changes may not be fully reflected in the Company s reports or other filings with the SEC.

In addition, on May 4, 2007, the Company entered into definitive Subscription Agreements with investors relating to the purchase of 5,134,100 shares in the Offering, for aggregate gross proceeds of approximately \$32 million. A copy of the form of Subscription Agreement is filed as Exhibit 10.1 to this Form 8-K and is incorporated herein by reference.

**ITEM 8.01. Other Events.**

On May 4, 2007, the Company issued a press release announcing the pricing of the Offering, a copy of which is furnished as Exhibit 99.1 to this Current Report.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b> |
|--------------------|--------------------|
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**Table of Contents**

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SPECTRUM PHARMACEUTICALS, INC.

BY: /s/ SHYAM K. KUMARIA  
Shyam Kumaria  
V.P., Finance

Date: May 4, 2007

3

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**Table of Contents**

**EXHIBIT INDEX**

**Exhibit No.**

**Description**

4