

SPECTRUM PHARMACEUTICALS INC
 Form 4
 March 30, 2017

FORM 4

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

OMB APPROVAL

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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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHROTRIYA RAJESH C MD

2. Issuer Name and Ticker or Trading Symbol
**SPECTRUM
 PHARMACEUTICALS INC [SPPI]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 11500 S. EASTERN AVE., SUITE 240

3. Date of Earliest Transaction (Month/Day/Year)
 03/28/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & CEO

(Street)
 HENDERSON, NV 89052

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)
Common Stock, \$0.001 par value	03/28/2017		A	(A) Amount 100,326 ⁽¹⁾	\$ 0 1,883,573	D	
Common Stock, \$0.001	03/28/2017		F	(D) Amount 6,860 ⁽²⁾	\$ 6.69 1,876,713	D	
Common Stock, \$0.001					69,349	I	By Shrotriya Family Foundation

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Common Stock, \$0.001	498,894	I	By CS Family Trust
Common Stock, \$0.001	87,018	I	By Shrotriya Gift Trust
Common Stock, \$0.001	27,976	I	By 401(k) Plan
Common Stock, \$0.001	9,523	I	By Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 6.69	03/28/2017		A	233,918	<u>(3)</u> 03/28/2027	Common Stock 233,918

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHROTRIYA RAJESH C MD 11500 S. EASTERN AVE. SUITE 240 HENDERSON, NV 89052	X	X	Chairman & CEO	

Signatures

/s/ Kurt A. Gustafson, attorney-in-fact for Rajesh C.
Shrotriya

03/30/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) 25% of the restricted shares vested on March 28, 2017. The remaining restricted shares shall vest in 25% equal annual amounts on each anniversary date of the grant over three years.
 - (2) Represents shares withheld by Spectrum to satisfy the Reporting Person's tax withholding obligations. The shares have not been sold by the Reporting Person or by Spectrum. The shares have been cancelled by the transfer agent.
 - (3) 25% of the option shares vested on March 28, 2017. The remaining option shares shall vest in 25% equal annual amounts on each anniversary date of the grant over three years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.