

NEOTHERAPEUTICS INC

Form 8-K

October 24, 2001

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES AND EXCHANGE ACT OF 1934**

October 19, 2001

Date of Report (Date of earliest event reported)

NEOTHERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other Jurisdiction
of Incorporation)

000-28782
(Commission File Number)

93-0979187
(IRS Employer
Identification Number)

157 Technology Drive
Irvine, California
(Address of principal executive offices)

(949) 788-6700
(Registrant's telephone number, including area code)

92618
(Zip Code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

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EXHIBIT 1.2

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Item 5. Other Events.

On October 19, 2001, NeoTherapeutics, Inc. ("NeoTherapeutics") and Cantor Fitzgerald & Co. ("Cantor") executed amendments to the Sales Agreements previously entered into by NeoTherapeutics and Cantor on June 12, 2001, and to the Advisory Agreement previously entered into on April 11, 2001 and amended on June 12, 2001. These Agreements were filed as Exhibits 1.1, 1.2, 4.1 and 4.2, respectively, to NeoTherapeutics registration statement on Form S-3 (No. 333-64444), filed on July 2, 2001. The amendments are attached as exhibits to this report and incorporated herein by this reference, and relate primarily to modifications of the compensation provisions of the agreements.

Item 7. Exhibits

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Exhibits:

- 1.1 Amendment to Sales Agreement, dated as of October 19, 2001, by and between Registrant and Cantor Fitzgerald & Co.
 - 1.2 Amendment to Sales Agreement, dated as of October 19, 2001, by and between Registrant and Cantor Fitzgerald & Co.
 - 4.1 Amendment to Advisory Agreement, dated as of October 19, 2001, by and between Registrant and Cantor Fitzgerald & Co.
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SIGNATURES

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 hereunto duly authorized.

NEOTHERAPEUTICS, INC.

Date: October 19, 2001

By: /s/ SAMUEL GULKO

Name: Samuel Gulko
Title: Chief Financial Officer

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