

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

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))

Item 5.07. Submission of Matters to a Vote of Security Holders.

On August 24, 2015, Titan Pharmaceuticals, Inc. (the “Company” or “Titan”) held its annual meeting of stockholders. The following matters were considered:

1. Election of Directors

Stockholders elected all of the Company’s nominees for director for one-year terms expiring on the next annual meeting of stockholders. The voting results were as follows:

| | FOR | AGAINST | BROKER NON-VOTE |
|---------------------|------------|-----------|--------------------|
| Joseph A. Akers | 40,817,347 | 1,751,051 | 50,614,501 |
| Victor J. Bauer | 40,837,286 | 1,731,112 | 50,614,501 |
| Sunil Bhonsle | 39,367,907 | 3,200,491 | 50,614,501 |
| Eurelio M. Cavalier | 40,808,562 | 1,759,836 | 50,614,501 |
| M. David MacFarlane | 40,829,079 | 1,739,319 | 50,614,501 |
| James McNab, Jr. | 40,831,802 | 1,736,596 | 50,614,501 |
| Marc Rubin | 40,358,822 | 2,209,576 | 50,614,501 |
| Ley S. Smith | 40,816,579 | 1,751,819 | 50,614,501 |

2. Adoption of the 2015 Omnibus Incentive Plan

Stockholders approved the Titan Pharmaceuticals, Inc. 2015 Omnibus Equity Incentive Plan pursuant to which 7,500,000 shares of common stock have been reserved for issuance as or under awards. The voting results were as follows:

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|-----------|-----------|---------------------|
| 33,819,511 | 5,586,212 | 3,162,675 | 50,614,501 |

3. Approval of the Reverse Split

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Stockholders approved an amendment to the Company's certificate of incorporation to effect a reverse split of the common stock within a range of one-for-three and one-for-eight, with the exact ratio to be determined by the board of directors at the appropriate time. The voting results were as follows:

| FOR | AGAINST | ABSTAIN |
|------------|------------|---------|
| 66,876,118 | 25,404,267 | 902,514 |

4. Approval and Ratification of Auditors

Stockholders approved and ratified the reappointment of OUM & Co. LLP to serve as the Company's independent auditors for the fiscal year ending December 31, 2015. The voting results were as follows:

| FOR | AGAINST | ABSTAIN |
|------------|-----------|-----------|
| 87,391,719 | 3,298,470 | 2,492,710 |

5. Approval of Executive Compensation

Stockholders approved the compensation of the Company's executive officers. The voting results were as follows:

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|-----------|-----------|---------------------|
| 33,220,475 | 6,526,641 | 2,821,282 | 50,614,501 |

6. Frequency of Say-on-Pay

Stockholders adopted a resolution stating that an advisory vote to approve executive compensation ("say-on-pay") be submitted to stockholders every two years. The voting results were as follows:

| ONE YEAR | TWO YEARS | THREE YEARS | ABSTAIN | BROKER NON-VOTES |
|-----------|------------|-------------|-----------|------------------|
| 5,672,970 | 32,602,863 | 671,737 | 3,620,828 | 50,614,501 |

In light of the voting results with respect to the frequency of say-on-pay, Titan's board of directors has determined that say-on-pay votes should be held every two years.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

10.31 Titan Pharmaceuticals, Inc. 2015 Omnibus Equity Incentive Plan

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 hereunto duly authorized.

TITAN
Dated: August 25, 2015 PHARMACEUTICALS,
INC.

By: /s/ Sunil
Bhonsle
Name: Sunil Bhonsle
Title: President

Exhibit Index

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