

CTI BIOPHARMA CORP  
Form 4  
January 13, 2017

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**PERRY MATTHEW D**

(Last) (First) (Middle)  
**ONE SANSOME STREET, 30TH FLOOR**  
  
(Street)

**SAN FRANCISCO, CA 94104**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**CTI BIOPHARMA CORP [CTI]**

3. Date of Earliest Transaction (Month/Day/Year)  
**01/11/2017**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See Explanation of Responses

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

**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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	01/11/2017		M	8,403 A (2)	8,403	D (1)	

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

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SEC 1474 (9-02)

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

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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)	8. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units <u>(1)</u> <u>(3)</u>	<u>(2)</u>	01/11/2017		M	8,403 <u>(2)</u>	<u>(3)</u>	<u>(3)</u>	Common Stock	0
Restricted Stock Units <u>(1)</u> <u>(4)</u>	<u>(2)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	34,736 <u>(2)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERRY MATTHEW D ONE SANSOME STREET 30TH FLOOR SAN FRANCISCO, CA 94104	X			See Explanation of Responses

## Signatures

/s/ Matthew D. Perry  
01/13/2017

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) The Reporting Person may be deemed to be a member of a Section 13(d) group that may be deemed to collectively beneficially own more than 10% of the Issuer's outstanding shares of Common Stock.
- Each restricted stock unit represents the right to receive, at settlement, one share of CTIC common stock. On December 9, 2016, the Issuer announced that the Board of Directors of the Issuer (the "Board") approved a reverse stock split in order to regain compliance with certain NASDAQ requirements. Upon the effectiveness of the reverse stock split, each of the Issuer's shareholders received one new share of the Issuer's Common Stock for every ten shares of the Common Stock that such shareholder held (the "Reverse Stock Split"). As such, pursuant to the Reverse Stock Split, the 347,360 restricted stock units ("RSUs") and corresponding right to receive 347,360 shares of Common Stock, and 84,034 RSUs and corresponding right to receive 84,034 shares of Common Stock, as previously reported, became 34,736 RSUs and corresponding right to receive 34,736 shares of Common Stock, and 8,403 RSUs and corresponding right to receive 8,403 shares of Common Stock, respectively.
- (3) These restricted stock units were scheduled to vest on the first to occur of (i) the date that is twelve months after the date of grant, (ii) the first annual meeting of CTIC's shareholders in 2017 at which one or more members of the Board are to be elected, or (iii) immediately

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prior to the occurrence of a Change of Control (as such term is defined in CTIC's 2015 Equity Incentive Plan), subject to the Reporting Person's continued service through such date or event.

- (4) This restricted stock unit was granted on April 29, 2016 and scheduled to vest twelve months after grant date or, if earlier, the first annual meeting of CTIC's shareholders in 2017 at which one or more members of the Board are to be elected.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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