

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): October 9, 2017

SPECTRUM PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

001-35006

(Commission
File Number)

93-0979187

(IRS Employer
Identification No.)

11500 S. Eastern Ave., Ste. 240, Henderson, NV

(Address of Principal Executive Offices)

89052

(Zip Code)

Registrant's telephone number, including area code: **(702) 835-6300**

Not Applicable

(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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.02 Unregistered Sales of Equity Securities

On October 9, 2017, Spectrum Pharmaceuticals, Inc. (the “Company”) entered into separate, privately negotiated exchange agreements (the “Exchange Agreements”) with certain holders (the “Holders”) of its 2.75% Convertible Senior Notes due December 15, 2018 (the “Notes”) pursuant to which the Company has agreed to exchange approximately \$69.5 million in aggregate principal amount of Notes, for (i) approximately 5.4 million newly-issued shares of the Company’s common stock, plus (ii) \$26.7 million in cash, as well as accrued and unpaid interest in cash. Following the exchanges, which are expected to be completed on or about October 12, 2017, subject to customary closing conditions, approximately \$40.5 million in aggregate principal amount of the Notes will remain outstanding.

In connection with entering into the Exchange Agreements, the Company intends to enter into agreements with dealers party to certain convertible note hedge transactions related to the Notes, in order to unwind a corresponding portion of its previously sold warrants and previously purchased call options that were part of such convertible note hedge transactions.

The issuances of the shares of the Company’s common stock to the Holders pursuant to the Exchange Agreements will be made pursuant to exemptions from the registration requirements of the Securities Act of 1933, as amended, provided by Section 4(a)(2) thereof, as transactions not involving a public offering. The Company’s reliance upon Section 4(a)(2) of the Securities Act in issuing the securities is based, in part, upon the separate, privately negotiated nature of the transactions as well as each Holder representing that it is an accredited investor and any account for which is it acting is a qualified institutional buyer.

Item 8.01 Other Events

On October 10, 2017, the Company issued a press release announcing the transactions described herein. A copy of this press release is being filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 8.01 by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Number	Description
99.1	Press Release, dated October 10, 2017, issued by Spectrum Pharmaceuticals, Inc.

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.

SPECTRUM PHARMACEUTICALS, INC.

Date: October 10, 2017

By: /s/ Kurt A. Gustafson

Kurt A. Gustafson

Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Number	Description
99.1	Press Release, dated October 10, 2017, issued by Spectrum Pharmaceuticals, Inc.

COMPANY CONTACT

Shiv Kapoor
Vice President, Strategic Planning & Investor Relations
702-835-6300
InvestorRelations@sppirx.com

Spectrum Pharmaceuticals Announces Agreements to Exchange \$69.5 Million in Principal Amount of Its 2.75% Convertible Senior Notes Due 2018 for Common Stock and Cash

- **Approximately \$40.5 Million in Principal Amount of Notes Will Be Outstanding Following the Exchanges**

HENDERSON, Nev.- October 10, 2017-- Spectrum Pharmaceuticals, Inc. (NasdaqGS: SPPI) today announced that it has entered into separate, privately negotiated exchange agreements with certain holders of its 2.75% Convertible Senior Notes due December 15, 2018 (the “Notes”). Pursuant to the exchange agreements, the Company will exchange approximately \$69.5 million in aggregate principal amount of Notes, for (i) approximately 5.4 million newly-issued shares of the Company’s common stock, plus (ii) \$26.7 million in cash, as well as accrued and unpaid interest in cash. Following the exchanges, which are expected to be completed on or about October 12, 2017, subject to customary closing conditions, approximately \$40.5 million in aggregate principal amount of the Notes will remain outstanding.

In connection with the exchange of the Notes, the Company intends to enter into agreements with dealers party to certain convertible note hedge transactions related to the Notes to unwind a corresponding portion of its previously sold warrants and previously purchased call options that were part of such convertible note hedge transactions.

The shares of common stock issuable upon the exchanges have not been registered under the Securities Act of 1933, as amended, or the securities laws of any state or other jurisdiction, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

This press release does not constitute an offer to sell or a solicitation to buy any of the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful.

About Spectrum Pharmaceuticals, Inc.

Spectrum Pharmaceuticals is a leading biotechnology company focused on acquiring, developing, and commercializing drug products, with a primary focus in Hematology and Oncology. Spectrum currently markets six hematology/oncology drugs, and has an advanced stage pipeline that has the potential to transform the Company. Spectrum's strong track record for in-licensing and acquiring differentiated drugs, and expertise in clinical development have generated a robust, diversified, and growing pipeline of product candidates in advanced-stage Phase 2 and Phase 3 studies. More information on Spectrum is available at www.sppirx.com.

Forward-looking statement - This press release may contain forward-looking statements regarding future events. These statements are based on management's current beliefs and expectations. These statements

include, but are not limited to, statements relating to the consummation of the exchanges and unwinding of the convertible note hedge transactions, including whether our counterparties to the exchange agreements properly deliver the convertible notes to us. The Company does not plan to update any such forward-looking statements and expressly disclaims any duty to update the information contained in this press release except as required by law.

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