

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Krassner Stuart Mitchell</u>			2. Issuer Name and Ticker or Trading Symbol <u>SPECTRUM PHARMACEUTICALS INC [ SPPI ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/24/2019</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
11500 S. EASTERN AVENUE SUITE 240			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>HENDERSON NV 89052</u>								
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.001 par value	05/24/2019		M		5,071	A	\$6.09	73,015	D	
Common Stock, \$0.001 par value	05/24/2019		S <sup>(1)</sup>		5,071	D	\$7.94 <sup>(2)</sup>	67,944	D	
Common Stock, \$0.001 par value	05/28/2019		M		44,929	A	\$6.09	112,873	D	
Common Stock, \$0.001 par value	05/28/2019		S <sup>(1)</sup>		37,385	D	\$8 <sup>(3)</sup>	75,488	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
Stock Option Exercise (Right to Buy)	\$6.09	05/24/2019		M		5,071	06/26/2012	06/26/2019	Common Stock	5,071	\$0.00	44,929	D	
Stock Option Exercise (Right to Buy)	\$6.09	05/28/2019		M		44,929	06/26/2012	06/26/2019	Common Stock	44,929	\$0.00	0	D	

**Explanation of Responses:**

- This transaction represents an open market sale of a portion of the expiring stock options exercised on this Form 4 to satisfy the Reporting Person's payment of the exercise price and the taxes associated with such exercise.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.94 to \$7.965, inclusive. The reporting person undertakes to provide to Spectrum Pharmaceuticals, Inc., any security holder of Spectrum Pharmaceuticals, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.995 to \$8.01, inclusive. The reporting person undertakes to provide to Spectrum Pharmaceuticals, Inc., any security holder of Spectrum Pharmaceuticals, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

**Remarks:**

/s/ Kurt A. Gustafson,  
attorney-in-fact for Stuart M. Krassner 05/29/2019

\*\* Signature of Reporting Person    Date

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

\* 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).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**