

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): July 27, 2023

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.)

Pilot House-Lewis Wharf, 2 Atlantic Avenue
(Address of principal executive offices)

6th Floor Boston, MA

02110
(Zip Code)

Registrant's telephone number, including area code: (617) 586-3900

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value	SPPI	The Nasdaq Capital Market

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

On July 27, 2023, Spectrum Pharmaceuticals, Inc. (the “Company”) held a special meeting of stockholders (the “Special Meeting”) in connection with the proposed merger (the “Merger”) of Spade Merger Sub 1, Inc., a Delaware corporation (“Merger Sub”) and a wholly-owned subsidiary of Assertio Holdings, Inc., a Delaware corporation (“Acquiror”), with and into the Company, with the Company continuing as the surviving corporation in the Merger and becoming a wholly-owned subsidiary of Acquiror. The following is a summary of the matters voted on at the Special Meeting based on the report of the voting results by the independent inspector of elections. The definitive proxy statement related to the Special Meeting that was filed by the Company with the Securities and Exchange Commission under cover of Schedule 14A (File No. 001-35006) on June 15, 2023 contains a description of the following proposals considered at the Special Meeting, each of which was approved by the Company’s stockholders at the Special Meeting as set forth below.

Proposal 1. The Company’s stockholders voted to adopt and approve the Agreement and Plan of Merger with Acquiror and Merger Sub (the “Merger Proposal”) by the votes indicated:

For	Against	Abstentions
133,530,424	5,845,915	1,079,034

Proposal 2. The Company’s stockholders voted to approve, on a non-binding, advisory basis, the compensation that may be paid to the Company’s named executive officers that is based on or otherwise relates to the Merger by the votes indicated:

For	Against	Abstentions
96,098,334	40,320,484	4,036,555

Proposal 3. The Company’s stockholders voted to approve one or more adjournments of the Special Meeting to solicit additional proxies if there are not sufficient votes cast at the Special Meeting to approve the Merger Proposal or to ensure that any supplemental or amended disclosure, including any supplement or amendment to the definitive proxy, is timely provided to the Company’s stockholders, by the votes indicated:

For	Against	Abstentions
129,861,277	8,602,794	1,991,302

Such an adjournment was not necessary and thus the Special Meeting was not adjourned.

Item 8.01. Other Events.

On July 27, 2023, the Company and Acquiror issued a joint press release announcing the voting results of the Special Meeting and the special meeting of Acquiror stockholders. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, jointly issued by Spectrum Pharmaceuticals, Inc. and Assertio Holdings Inc. dated July 27, 2023.
104	Cover Page Interactive Data File (embedded within the inline XBRL document)

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: July 27, 2023

By: /s/ Nora E. Brennan

Name: Nora E. Brennan

Title: Executive Vice President and Chief Financial Officer



Assertio Holdings, Inc Announces Favorable Vote on Proposed Acquisition of Spectrum Pharmaceuticals

Stockholders From Both Assertio and Spectrum Have Overwhelmingly Voted in Support of the Transaction

Transaction Expected to be Significantly Accretive to Assertio in 2024

LAKE FOREST, Ill., and BOSTON — July 27, 2023 (GLOBE NEWSWIRE) — Assertio Holdings, Inc. (“Assertio” or the “Company”) (Nasdaq: ASRT), a specialty pharmaceutical company offering differentiated products to patients, today announced that its stockholders and the stockholders of Spectrum Pharmaceuticals, Inc. (“Spectrum”) (Nasdaq: SPPI), a biopharmaceutical company focused on novel and targeted oncology, have each approved the proposed definitive agreement pursuant to which Assertio will acquire Spectrum in an all-stock and contingent value rights (CVR) transaction.

“We are pleased to announce the positive voting results of each meeting and look forward to closing the transaction in the coming days,” said Dan Peisert, President and Chief Executive Officer of Assertio. “We believe this transaction provides extensive new growth opportunities and will be accretive to our stockholders in 2024. We plan to provide updated guidance on our second quarter results call, scheduled for August 3.”

About Assertio

Assertio is a specialty pharmaceutical company offering differentiated products to patients utilizing a non-personal promotional model. We have built and continue to build our commercial portfolio by identifying new opportunities within our existing products as well as acquisitions or licensing of additional approved products. To learn more about Assertio, visit www.assertiotx.com.

About Spectrum

Spectrum is a commercial stage biopharmaceutical company, with a strategy of acquiring, developing, and commercializing novel and targeted oncology therapies. We have an in-house clinical development organization with regulatory and data management capabilities, in addition to commercial infrastructure and a field based sales force for our marketed product, ROLVEDON[®] (eflapregastim-xnst) Injection. For additional information on Spectrum please visit www.sppirx.com.

Assertio Forward Looking Statements

Statements in this communication that are not historical facts are forward-looking statements that reflect Assertio’s and Spectrum’s current expectations, assumptions and estimates of future performance and economic conditions. These forward-looking statements are made in reliance on the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements relate to, among other things, the preliminary, unaudited financial results included in this press release, future events or the future performance or operations of Assertio and Spectrum, including our ability to realize the benefits from our operating model, successfully acquire and integrate new assets and explore new business development initiatives. All statements other than historical facts may be forward-looking statements and can be identified by

words such as “anticipate,” “believe,” “could,” “design,” “estimate,” “expect,” “forecast,” “goal,” “guidance,” “imply,” “intend,” “may,” “objective,” “opportunity,” “outlook,” “plan,” “position,” “potential,” “predict,” “project,” “prospective,” “pursue,” “seek,” “should,” “strategy,” “target,” “would,” “will,” “aim” or other similar expressions that convey the uncertainty of future events or outcomes and are used to identify forward-looking statements. Such forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond the control of Assertio and Spectrum, including the risks described in Assertio’s and Spectrum’s respective Annual Report on Form 10-K and Quarterly Reports on Form 10-Q filed with the U.S. Securities and Exchange Commission (“SEC”) and in other filings each of Assertio and Spectrum makes with the SEC from time to time. Investors and potential investors are urged not to place undue reliance on forward-looking statements in this communication, which speak only as of this date. While Assertio and Spectrum may elect to update these forward-looking statements at some point in the future, it specifically disclaims any obligation to update or revise any forward-looking-statements contained in this press release whether as a result of new information or future events, except as may be required by applicable law.

Assertio Investor Contact

Matt Kreps
Darrow Associates
M: 214-597-8200
mkreps@darrowir.com

Spectrum Investor Contact

Nora Brennan
Chief Financial Officer
M: 949-788-6700
InvestorRelations@sppirx.com

Lisa Wilson
In-Site Communications, Inc.
212-452-2793
lwilson@insitecony.com