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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

SPECTRUM PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

93-0979187
(I.R.S. Employer
Identification No.)

11500 South Eastern Avenue, Suite 220, Henderson, Nevada
(Address of Principal Executive Offices)

89052
(Zip Code)

Spectrum Pharmaceuticals, Inc. 2018 Long-Term Incentive Plan
(Full title of the plan)

**11500 South Eastern Avenue, Suite 220
Henderson, Nevada 89052
(702) 835-6300**
(Name, address and telephone number, including area code, of agent for service)

Copy to:

**Teri O'Brien, Esq.
Latham & Watkins LLP
12670 High Bluff Drive
San Diego, California 92130
(858) 523-5410**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

INTRODUCTORY NOTES

This Registration Statement registers an aggregate of 18,000,000 shares of Common Stock consisting of (i) an additional 12,600,000 shares of Common Stock reserved for issuance under the 2018 Plan that were added to the 2018 Plan pursuant to the share reserve increase approved by the Company's board of directors (the "Board") on January 27, 2022 and the Company's stockholders on June 21, 2022 and (ii) 5,400,000 shares of Common Stock reserved for issuance under the 2018 Plan that were added to the 2018 Plan pursuant to the share reserve increase approved by the Board on April 23, 2022 and the Company's stockholders on June 21, 2022.

This Registration Statement is being filed for the purpose of registering additional securities of the same class as other securities for which registration statements on Form S-8 relating to an employee benefit plan are effective. The Registrant previously registered shares of Common Stock for issuance under the 2018 Plan on a Registration Statement on Form S-8, filed with the Securities and Exchange Commission (the "Commission") on June 22, 2020 (File No. 333-239349), a Registration Statement on Form S-8, filed with the Commission on June 18, 2018 (File No. 333-225704), a Post-Effective Amendment No. 1 to Registration Statement on Form S-8, filed with the Commission on June 18, 2018 (File No. 333-160312), and a Post-Effective Amendment No. 1 to Registration Statement on Form S-8, filed with the Commission on June 18, 2018 (Registration No. 333-202761) (collectively, the "Prior Registration Statements"). Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statements, with respect to the securities offered by the 2018 Plan, are hereby incorporated by reference into this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by the Registrant are incorporated by reference in this Registration Statement:

- (a) The Registrant's Annual Report on [Form 10-K](#) for its fiscal year ended December 31, 2021, filed with the Commission on March 17, 2022;
- (b) The Registrant's Quarterly Report on [Form 10-Q](#) for its fiscal quarter ended March 31, 2022, filed with the Commission on May 12, 2022;
- (c) The Registrant's Current Reports on Form 8-K, filed with the Commission on [May 17, 2022](#), [June 10, 2022](#), and [June 23, 2022](#), and on Form 8-K/A, filed with the Commission on [May 17, 2022](#); and
- (d) The description of the Common Stock contained in the Registration of Securities of Certain Successor Issuers filed pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), on [Form 8-B](#) on June 27, 1997, including any amendment or reports filed for the purpose of updating such description.

All reports and other documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, are incorporated by reference in this Registration Statement and are a part hereof from the date of filing of such reports and other documents, except as to any portion of any such report or other document furnished under Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions. Any statement contained in a report or other document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed report or other document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The following is a list of exhibits filed as part of this Registration Statement, which are incorporated herein:

<u>Exhibit No.</u>	<u>Exhibit Description</u>
3.1	<u>Restated Certificate of Incorporation of Spectrum Pharmaceuticals, Inc. (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, as filed with the Commission on June 18, 2018, and incorporated herein by reference).</u>
3.2	<u>Third Amended and Restated Bylaws of Spectrum Pharmaceuticals, Inc. (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, as filed with the Commission on March 29, 2018, and incorporated herein by reference).</u>
5.1*	<u>Opinion of Latham & Watkins LLP.</u>
10.1	<u>Spectrum Pharmaceuticals, Inc. 2018 Long-Term Incentive Plan, as amended and restated (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the Commission on June 23, 2022, and incorporated herein by reference).</u>
10.2	<u>Form of Stock Option Award Spectrum Pharmaceuticals, Inc. 2018 Long-Term Incentive Plan (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, as filed with the Commission on June 18, 2018, and incorporated herein by reference).</u>
10.3	<u>Form of Restricted Stock Unit Award for Canadian Resident Employees and Directors under the Spectrum Pharmaceuticals, Inc. 2018 Long-Term Incentive Plan (filed as Exhibit 10.4 to the Company's Current Report on Form 8-K, as filed with the Commission on June 18, 2018, and incorporated herein by reference).</u>
10.4	<u>Form of Restricted Stock Award under the Spectrum Pharmaceuticals, Inc. 2018 Long-Term Incentive Plan (filed as Exhibit 10.3 to the Company's Current Report on Form 8-K, as filed with the Commission on June 18, 2018, and incorporated herein by reference).</u>
10.5	<u>Form of Performance Unit Award under the Spectrum Pharmaceuticals, Inc. 2018 Long-Term Incentive Plan (filed as Exhibit 10.5 to the Company's Current Report on Form 8-K, as filed with the Commission on June 18, 2018, and incorporated herein by reference).</u>
10.6	<u>Form of Stock Appreciation Rights Agreement under the Spectrum Pharmaceuticals, Inc. 2018 Long-Term Incentive Plan (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the Commission on March 13, 2020, and incorporated herein by reference).</u>
23.1*	<u>Consent of Latham & Watkins LLP (contained in Exhibit 5.1 to this Registration Statement).</u>
23.2*	<u>Consent of Independent Registered Public Accounting Firm, RSM US LLP.</u>
23.3*	<u>Consent of Independent Registered Public Accounting Firm, Deloitte & Touche LLP.</u>
24.1*	<u>Power of Attorney (contained on the signature page of this Registration Statement).</u>
107*	<u>Filing Fee Table</u>
*	Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Henderson, State of Nevada, on this 30th day of June, 2022.

SPECTRUM PHARMACEUTICALS, INC.

By: /s/ Nora Brennan
Nora Brennan
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, jointly and severally, Nora Brennan and Keith McGahan as his or her attorneys-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendments to this Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Thomas J. Riga</u> Thomas J. Riga	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	June 30, 2022
<u>/s/ Nora Brennan</u> Nora Brennan	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	June 30, 2022
<u>/s/ William L. Ashton</u> William L. Ashton	Chairman of the Board and Director	June 30, 2022
<u>/s/ Brittany K. Bradrick</u> Brittany K. Bradrick	Director	June 30, 2022
<u>/s/ Seth H.Z. Fischer</u> Seth H.Z. Fischer	Director	June 30, 2022
<u>/s/ Jeffrey L. Vacirca</u> Jeffrey L. Vacirca, M.D., FACP	Director	June 30, 2022
<u>/s/ Juhyun Lim</u> Juhyun Lim	Director	June 30, 2022

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LATHAM & WATKINS LLP

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Hong Kong	Silicon Valley
Houston	Singapore
London	Tel Aviv
Los Angeles	Tokyo
Madrid	Washington, D.C.
Milan	

June 30, 2022

Spectrum Pharmaceuticals, Inc.
 11500 South Eastern Avenue, Suite 220
 Henderson, NV 89052

Re: Registration Statement on Form S-8; 18,000,000 shares of common stock of Spectrum Pharmaceuticals, Inc., par value \$0.001 per share

To the addressees set forth above:

We have acted as special counsel to Spectrum Pharmaceuticals, Inc., a Delaware corporation (the “*Company*”), in connection with the registration by the Company of an aggregate of 18,000,000 shares of the common stock of the Company, \$0.001 par value per share (the “*Shares*”), pursuant to the Company’s 2018 Long-Term Incentive Plan, as amended (the “*Plan*”). The Shares are included in a Registration Statement on Form S-8 under the Securities Act of 1933, as amended (the “*Act*”), filed with the Securities and Exchange Commission (the “*Commission*”) on June 30, 2022 (the “*Registration Statement*”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the related prospectuses, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “*DGCL*”), and we express no opinion with respect to any other laws.

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as copies.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients, or certificates representing the Shares have been manually signed by an authorized officer of the transfer agent and registrar therefor, and subject to the Company completing all actions and proceedings required on its part to be taken prior to the issuance of the Shares, and when the Shares have been issued by the Company in the circumstances contemplated by the Plan for legal consideration in excess of par value, the issuance of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Spectrum Pharmaceuticals, Inc. of our report dated March 17, 2022, relating to the consolidated financial statements of Spectrum Pharmaceuticals, Inc. appearing in the Annual Report on Form 10-K of Spectrum Pharmaceuticals, Inc. for the year ended December 31, 2021.

/s/ RSM US LLP

Los Angeles, California

June 29, 2022

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 31, 2021, relating to the financial statements of Spectrum Pharmaceuticals, Inc. and subsidiaries as of and for the year ended December 31, 2020 appearing in the Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ Deloitte & Touche LLP

Costa Mesa, California

June 29, 2022

Calculation of Filing Fee Tables

Form S-8

(Form Type)

Spectrum Pharmaceuticals, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Plan	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Spectrum Pharmaceuticals, Inc. 2018 Long-Term Incentive Plan	Equity	Common Stock, \$0.001 par value per share	Rules 457(c) and 457(h)	10,132,914(2)	\$0.79(5)	\$8,005,002.06	\$92.70 per million dollars	\$742.06
Spectrum Pharmaceuticals, Inc. 2018 Long-Term Incentive Plan	Equity	Common Stock, \$0.001 par value per share	Rule 457(h)	6,476,414(3)	\$0.65(6)	\$4,209,669.1	\$92.70 per million dollars	\$390.24
Spectrum Pharmaceuticals, Inc. 2018 Long-Term Incentive Plan	Equity	Common Stock, \$0.001 par value per share	Rules 457(c) and 457(h)	1,390,672(4)	\$0.79(5)	\$1,098,630.88	\$92.70 per million dollars	\$101.84
Total Offering Amounts						\$13,313,302.04		\$1,234.14
Total Fee Offsets(7)								\$0
Net Fee Due								\$1,234.14

- (1) In accordance with Rule 416(a) under the Securities Act of 1933, as amended ("Securities Act"), this Registration Statement shall be deemed to cover any additional securities that may from time to time be offered or issued under the Registrant's 2018 Long-Term Incentive Plan (the "Plan") to prevent dilution resulting from stock splits, stock dividends or similar transactions. In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Plan.
- (2) Represents additional shares of the Registrant's common stock available for future issuance (or that may become available for issuance) under the Plan.
- (3) Represents shares of the Registrant's common stock subject to outstanding stock options under the Plan. To the extent outstanding awards under the Plan expire, lapse, are cancelled or are otherwise terminated without some or all of the underlying shares being issued, the shares of common stock subject to such awards will be available for future issuance under the Plan.
- (4) Represents shares of the Registrant's common stock reserved for future issuance under the Plan upon the vesting of outstanding restricted stock units granted under the Plan.
- (5) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act. The proposed maximum offering price per share and the proposed aggregate offering price are calculated based on \$0.79 per share, the average of the high and low prices of the Registrant's common stock on June 30, 2022, as reported on The Nasdaq Global Select Market.
- (6) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee. Amount is based upon the weighted-average exercise price for options to purchase common stock outstanding under the Plan.
- (7) The Registrant does not have any fee offsets.