

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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



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>McGahan Keith M</u> (Last) (First) (Middle) 2 ATLANTIC AVENUE (Street) BOSTON MA 02110 (City) (State) (Zip)			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) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> _____ Other (specify below) _____ See Remarks	
			3. Date of Earliest Transaction (Month/Day/Year) 07/31/2023			
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.						

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	07/31/2023		D		195,485	D	(1)	0	D	
Common Stock, \$0.001 par value	07/31/2023		D		36,770	D	(2)	0	D	
Common Stock, \$0.001 par value	07/31/2023		D		386,057	D	(3)	0	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$0.38	07/31/2023		D			778,000	(4)(5)	(4)(5)	Common Stock	778,000	(4)(5)	0	D	
Stock Option (Right to Buy)	\$0.63	07/31/2023		D			904,077	(4)(5)	(4)(5)	Common Stock	904,077	(4)(5)	0	D	

Explanation of Responses:

- Represents shares of the Issuer disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of April 24, 2023, by and among the Issuer, Assertio Holdings, Inc., a Delaware corporation ("Acquiror"), and Spade Merger Sub 1, Inc., a Delaware corporation and a wholly owned subsidiary of Acquiror, in exchange for consideration of (a) 0.1783 of a share of the common stock of Acquiror and cash in lieu of fractional shares (the "Upfront Consideration") and (b) a contingent value right ("CVR") to receive up to an additional \$0.20 per common share (subject to adjustment), payable in cash or common stock of Acquiror at the election of Acquiror, upon the achievement of certain milestones, (the Upfront Consideration plus one CVR, collectively, the "Merger Consideration") on the effective date of the merger.
- Represents shares of the Issuer covered by a restricted stock award, which were disposed of pursuant to the Merger Agreement in exchange for the aggregate Merger Consideration.
- Represents shares underlying restricted stock units of the Issuer, which were disposed of pursuant to the Merger Agreement in exchange for the aggregate Merger Consideration.
- Stock options of the Issuer (the "Company Options") were canceled in the merger and (i) if the Company Option had an exercise price less than the Upfront Consideration, it was exchanged for (1) common stock of the Acquiror with a value equal to the quotient of (A) the product of (x) the total number of common stock of Issuer underlying the Company Option multiplied by (y) the excess, if any, of the value of the Upfront Consideration over the exercise price of such Company Option, divided by (B) the average of the daily volume-weighted average price per share of the common stock of Acquiror calculated based on the ten (10) consecutive trading days ending two trading days prior to the date of the Merger Agreement and (2) a number of CVRs equal to the number of shares of common stock of the Issuer underlying such Company Option, (ii) if the Company Option had an exercise price equal to or greater than the Upfront Consideration and less than the Merger Consideration,
- (Continued from Footnote 4) it was exchanged for a number of CVRs equal to the number of common stock of the Issuer underlying such Company Option (reduced by the amount that the exercise price exceeds the Upfront Consideration) and (iii) if the Company Option had an exercise price equal to or greater than the Merger Consideration, it was canceled for no consideration.

Remarks:

Executive Vice President, Chief Legal Officer and Corporate Secretary

By: Keith M. McGahan For: 08/01/2023
Keith M. McGahan

** 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.