

**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 240, Henderson, Nevada
(Address of Principal Executive Offices)

89052
(Zip Code)

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

Keith McGahan
Executive Vice President, Chief Legal Officer and Corporate Secretary
Spectrum Pharmaceuticals, Inc.
11500 South Eastern Avenue, Suite 240
Henderson, Nevada 89052
(702) 835-6300
(Name, address and telephone number, including area code, of agent for service)

Copy to:

Teri O'Brien, Esq.
Paul Hastings LLP
4747 Executive Drive, 12th Floor
San Diego, California 92121
(858) 458-3031

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
Non-accelerated filer

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.

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered ⁽¹⁾ | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|-------------------------------------------|----------------------------------------|-------------------------------------------|-------------------------------------------|----------------------------|
| Common Stock, \$0.001 par value per share | 8,500,000 ⁽²⁾ | \$2.94 ⁽⁴⁾ | \$24,990,000 ⁽⁴⁾ | \$3,243.70 |
| Common Stock, \$0.001 par value per share | 80,000 ⁽³⁾ | \$2.94 ⁽⁵⁾ | \$235,200 ⁽⁵⁾ | \$30.53 |

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 (this “Registration Statement”) also covers any additional shares of common stock, par value \$0.001 per share (the “Common Stock”), of Spectrum Pharmaceuticals, Inc., a Delaware corporation (the “Company” or the “Registrant”), that may be offered or issued under the Spectrum Pharmaceuticals, Inc. 2018 Long-Term Incentive Plan (the “2018 Plan”) to prevent dilution resulting from stock splits, stock dividends or similar transactions effected without the receipt of consideration that increase the number of outstanding shares of Common Stock.
- (2) Represents an additional 8,500,000 shares of Common Stock reserved for issuance under the 2018 Plan.
- (3) Represents 80,000 shares of Common Stock granted as a restricted stock award, pursuant to Rule 5635(c)(4) of the Nasdaq Listing Rules as an employment inducement award (the “Inducement Grant”), and pursuant to the terms and conditions of the 2018 Plan and a restricted stock award agreement (the “Inducement Award Agreement”).
- (4) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) of the Securities Act. The price per share and aggregate offering price are based upon \$2.94, the average of the high and low prices of the Common Stock on June 16, 2020 as reported on the NASDAQ Global Select Market.
- (5) Calculated pursuant to Rule 457(h)(1) of the Securities Act, solely for purposes of computing the amount of the registration fee, based on market value of the restricted stock award on the grant date, June 1, 2020.

INTRODUCTORY NOTES

This Registration Statement registers an aggregate of 8,580,000 shares of Common Stock consisting of (i) an additional 8,500,000 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 March 12, 2020 and the Company's stockholders on June [18], 2020 and (ii) 80,000 shares of Common Stock granted as a restricted stock award, pursuant to Rule 5635(c)(4) of the Nasdaq Listing Rules as an employment inducement award, on June 1, 2020. The Inducement Grant was approved by the Board and made pursuant to, and is subject to the terms and conditions of, the 2018 Plan and the Inducement Award Agreement. The Inducement Grant is subject to forfeiture and vests over three years, with one-third of the restricted stock granted thereunder vesting on the anniversary of the grant date in 2021, 2022 and 2023.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENTS ON FORM S-8

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 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, 2019, filed with the Commission on March 2, 2020;
- (b) The Registrant's Quarterly Report on [Form 10-Q](#) for its fiscal quarter ended March 31, 2020, filed with the Commission on May 7, 2020;
- (c) The Registrant's Current Reports on Form 8-K, filed with the Commission on [March 13, 2020](#), [April 23, 2020](#) and [June 19, 2020](#); 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> |
|---------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1 | <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> |
| 4.2 | <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> |
| 4.3 | <u>Spectrum Pharmaceuticals, Inc. 2018 Long-Term Incentive Plan (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on June 18, 2018 (Commission File 001-35006) and incorporated herein by reference).</u> |
| 4.4 | <u>Amendment No. 1 to Spectrum Pharmaceuticals, Inc. 2018 Long-Term Incentive Plan (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on June 19, 2020 (Commission File 001-35006) and incorporated herein by reference).</u> |
| 5.1* | <u>Opinion of Paul Hastings LLP.</u> |
| 23.1* | <u>Consent of Paul Hastings LLP (contained in Exhibit 5.1 to this Registration Statement).</u> |
| 23.2* | <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> |

* 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 22nd day of June, 2020.

SPECTRUM PHARMACEUTICALS, INC.

By: /s/ Kurt A. Gustafson
Kurt A. Gustafson
Executive Vice President and 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, Kurt A. Gustafson 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/ Joseph W. Turgeon</u> Joseph W. Turgeon | President and Chief Executive Officer, Director <i>(Principal Executive Officer)</i> | June 22, 2020 |
| <u>/s/ Kurt A. Gustafson</u> Kurt A. Gustafson | Executive Vice President and Chief Financial Officer <i>(Principal Financial Officer)</i> | June 22, 2020 |
| <u>/s/ William L. Ashton</u> William L. Ashton | Chairman of the Board and Director | June 22, 2020 |
| <u>/s/ Elizabeth A. Czerepak</u> Elizabeth A. Czerepak | Director | June 22, 2020 |
| <u>/s/ Seth H.Z. Fischer</u> Seth H.Z. Fischer | Director | June 22, 2020 |
| <u>/s/ Jeffrey L. Vacirca</u> Jeffrey L. Vacirca, M.D., FACP | Director | June 22, 2020 |
| <u>/s/ Dolatrai M. Vyas</u> Dolatrai M. Vyas, Ph.D. | Director | June 22, 2020 |
| <u>/s/ Bernice R. Welles</u> Bernice R. Welles, M.D., M.B.A. | Director | June 22, 2020 |



June 22, 2020

98150.00001

Spectrum Pharmaceuticals, Inc.
11500 South Eastern Avenue, Suite 240
Henderson, NV 89052

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Spectrum Pharmaceuticals, Inc., a Delaware corporation (the "Company"), in connection with the preparation of the Registration Statement on Form S-8 (the "Registration Statement") to be filed by the Company with the U.S. Securities and Exchange Commission (the "Commission") on or about the date hereof to effect the registration under the Securities Act of 1933, as amended (the "Securities Act"), of an aggregate of 8,580,000 shares (the "Shares") of the Company's common stock, \$0.001 par value per share (the "Common Stock"), (i) 8,500,000 of which may be offered or issued under the Spectrum Pharmaceuticals, Inc. 2018 Long-Term Incentive Plan (the "2018 Plan"), and (ii) 80,000 of which are issuable upon the vesting of a restricted stock award granted as an employment inducement award, pursuant to Rule 5635(c)(4) of the Nasdaq Listing Rules (the "Inducement Grant"), pursuant to the terms and conditions of the 2018 Plan and a restricted stock award agreement (the "Award Agreement").

As such counsel and for purposes of our opinion set forth below, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, resolutions, certificates and other instruments as we have deemed necessary or appropriate as a basis for the opinion set forth below, including, without limitation:

- (i) the Registration Statement;
- (ii) the Company's Restated Certificate of Incorporation, certified by the Secretary of State of the State of Delaware as of June 19, 2020 and by an officer of the Company as of the date hereof;
- (iii) the Company's Third Amended and Restated Bylaws as presently in effect, certified by an officer of the Company as of the date hereof;
- (iv) resolutions adopted by the Board of Directors of the Company on March 12, 2020, with respect to the approval of, among other things, the issuance of an additional 8,500,000 shares of the Common Stock pursuant to the 2018 Plan, certified by an officer of the Company as of the date hereof;
- (v) minutes from the Company's 2020 annual meeting of stockholders, certified by an officer of the Company as of the date hereof;
- (vi) a unanimous action by written consent adopted by the Compensation Committee of the Board of Directors of the Company on May 28, 2020, with respect to the approval of, among other things, the Inducement Grant, certified by an officer of the Company as of the date hereof;
- (vii) the 2018 Plan;

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(viii) the Award Agreement; and

(ix) a certificate, dated as of June 22, 2020, from the Secretary of State of the State of Delaware as to the existence and good standing of the Company under the laws of the State of Delaware (the “Good Standing Certificate”)

In addition to the foregoing, we have made such investigations of law as we have deemed necessary or appropriate as a basis for the opinion set forth below.

In such examination and in rendering the opinion set forth below, we have assumed, without independent investigation or verification: (i) the genuineness of all signatures on all agreements, instruments, corporate records, certificates and other documents submitted to us; (ii) the authenticity and completeness of all agreements, instruments, corporate records, certificates and other documents submitted to us as originals; (iii) that all agreements, instruments, corporate records, certificates and other documents submitted to us as certified, electronic, facsimile, conformed, photostatic or other copies conform to the originals thereof, and that such originals are authentic and complete; (iv) the legal capacity, competency and authority of all persons or entities executing all agreements, instruments, corporate records, certificates and other documents submitted to us; (v) the due authorization, execution and delivery of all agreements, instruments, corporate records, certificates and other documents by all parties thereto; (vi) that each document submitted to us is the valid and binding obligation of each of the parties thereto, enforceable against such parties in accordance with their respective terms and that no such documents have been amended or terminated orally or in writing except as has been disclosed to us in writing; (vii) that the statements contained in the certificates and comparable documents of public officials, officers and representatives of the Company, including, without limitation, the certificate of the officer of the Company referred to in the second paragraph of this opinion letter, and other persons on which we have relied for the purposes of this opinion letter are true and correct on and as of the date hereof; (viii) that there has not been any change in the good standing status of the Company from that reported in the Good Standing Certificate; and (ix) that each of the officers and directors of the Company has properly exercised his or her fiduciary duties. As to all questions of fact material to this opinion letter and as to the materiality of any fact or other matter referred to herein, we have relied (without independent investigation or verification) upon representations and certificates or comparable documents of officers and representatives of the Company.

Based upon the foregoing, and in reliance thereon, and subject to the assumptions, limitations, qualifications and exceptions set forth herein, we are of the opinion that the Shares, when issued and sold as described in the Registration Statement and the prospectus related thereto and in accordance with the 2018 Plan and the Award Agreement, as applicable, (including the receipt by the Company of the full consideration therefor), will be validly issued, fully paid and nonassessable.

Without limiting any of the other limitations, exceptions, assumptions and qualifications stated elsewhere herein, we express no opinion with regard to the applicability or effect of the laws of any jurisdiction other than, as in effect on the date of this opinion letter, the Delaware General Corporation Law.

This opinion letter deals only with the specified legal issues expressly addressed herein, and you should not infer any opinion that is not explicitly stated herein from any matter addressed in this opinion letter.

This opinion letter has been for your use in connection with the Registration Statement and may not be relied on for any other purpose. This opinion letter is rendered to you as of the date hereof, and we assume no obligation to advise you or any other person with regard to any change after the date hereof in the circumstances or the law that may bear on the matters set forth herein, even if the change may affect the legal analysis or a legal conclusion or other matters in this opinion letter.

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We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules or regulations of the Commission thereunder.

Very truly yours,

/s/ Paul Hastings LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 2, 2020 relating to the financial statements of Spectrum Pharmaceuticals, Inc., and the effectiveness of Spectrum Pharmaceuticals, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Spectrum Pharmaceuticals, Inc. for the year ended December 31, 2019.

Costa Mesa, California
June 22, 2020