

CELL THERAPEUTICS INC  
Form 8-K/A  
January 28, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 28, 2011 (January 12, 2011)

**CELL THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

Washington  
(State or other jurisdiction of  
incorporation or organization)

001-12465  
(Commission  
File Number)

91-1533912  
(I.R.S. Employer  
Identification Number)

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501 Elliott Avenue West, Suite 400

Seattle, Washington 98119

(Address of principal executive offices)

Registrant's telephone number, including area code: (206) 282-7100

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 (see General Instruction A.2. below):

- .. 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))

**Explanatory Note**

On January 18, 2011, Cell Therapeutics, Inc. (the Company) filed a Current Report on Form 8-K (the January 18 Report) reporting that the Company had entered into a Securities Purchase Agreement with an institutional investor on January 12, 2011. This Current Report on Form 8-K/A (this Amendment) is being filed to report the filing on January 26, 2011 and effectiveness on January 27, 2011 of the Series 8 Articles of Amendment (as defined below) described in the January 18 Report. Except as described in this Amendment, this Amendment does not modify in any other way the disclosures made in the January 18 Report, including, without limitation, Items 3.03 or 5.03 or the document attached as Exhibit 3.1 thereto.

**Item 3.03 Material Modification to Rights of Security Holders.**

On January 26, 2011, the Company filed Articles of Amendment (the Series 8 Articles of Amendment) to its Amended and Restated Articles of Incorporation with the Secretary of State of the State of Washington to establish the Company's Series 8 non-convertible preferred stock, no par value per share (the Series 8 Preferred Stock). The descriptions of the Series 8 Preferred Stock and the Series 8 Articles of Amendment in Item 3.03 of the January 18 Report, including the complete text of the Series 8 Articles of Amendment attached as Exhibit 3.1 thereto, are incorporated herein by reference.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On January 26, 2011, the Company filed the Series 8 Articles of Amendment. The Series 8 Articles of Amendment, which are effective as of January 27, 2011, establish and designate the Series 8 Preferred Stock and the rights, preferences and privileges thereof. The description of the Series 8 Articles of Amendment in Item 5.03 of the January 18 Report is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 3.1                   | Articles of Amendment to Amended and Restated Articles of Incorporation of Cell Therapeutics, Inc. (Series 8 Preferred Stock).* |

\* Filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on January 18, 2011.

**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.

**CELL THERAPEUTICS, INC.**

Date: January 28, 2011

By: */s/ James A. Bianco*  
James A. Bianco, M.D.  
Chief Executive Officer

**EXHIBIT INDEX**

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