

CASI Pharmaceuticals, Inc.  
Form 3  
September 25, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |          |                                      |   |  |
|---|---------|----------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * |         |          | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                              |  |
| Â SPECTRUM<br>PHARMACEUTICALS INC         |         |          | (Month/Day/Year)                     | CASI Pharmaceuticals, Inc. [CASI]   |  |
| (Last)                                    | (First) | (Middle) |                                      | 4. Relationship of Reporting Person(s) to Issuer                                | 5. If Amendment, Date Original Filed(Month/Day/Year)                             |
| 11500 S. EASTERN<br>AVE.,Â SUITE 240      |         |          |                                      | (Check all applicable)  |  |
| (Street)                                  |         |          |                                      | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |
| HENDERSON,Â NVÂ 89052                     |         |          |                                      | <input type="checkbox"/> Officer (give title below)                             | <input type="checkbox"/> Other (specify below)                                   |
| (City)                                    | (State) | (Zip)    |                                      |   | <input type="checkbox"/> Form filed by One Reporting Person                      |
|   |         |          |                                      |   | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 3,228,627 <sup>(1)</sup>                                 | D   | Â  |
| Common Stock                       | 2,176,755 <sup>(1)</sup>                                 | I   | See footnote <sup>(2)</sup>                              |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

Edgar Filing: CASI Pharmaceuticals, Inc. - Form 3

| Date Exercisable | Expiration Date | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) |
|------------------|-----------------|------------|----------------------------|------------------------------|---|
|                  |                 | Title      |                            |                              |   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SPECTRUM PHARMACEUTICALS INC<br>11500 S. EASTERN AVE.<br>SUITE 240<br>HENDERSON, NV 89052   | ^             | ^ X       | ^       | ^     |
| Spectrum Pharmaceuticals Cayman, L.P.<br>C/O SPECTRUM PHARMACEUTICALS, INC.<br>11500 S. EASTERN AVE., STE. 240<br>HENDERSON, NV 89052 | ^             | ^ X       | ^       | ^     |

## Signatures

/s/ Kurt A. Gustafson, Attorney-in-Fact for Spectrum Pharmaceuticals, Inc. 09/25/2014  
 \*\*Signature of Reporting Person Date

Kurt A. Gustafson, Attorney-in-Fact for Spectrum Pharmaceuticals Cayman, L.P. 09/24/2014  
 \*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) Pursuant to Investment Agreements, dated as of September 17, 2014, the Issuer issued an aggregate of 5,405,382 shares of its Common Stock to Spectrum Pharmaceuticals, Inc., a Delaware corporation ("Spectrum") and Spectrum Pharmaceuticals Cayman, L.P., an Exempted Limited Partnership organized under the laws of the Cayman Islands ("Spectrum Cayman"). 3,228,627 of the shares were issued directly to Spectrum and 2,176,755 of the shares were issued directly to Spectrum Cayman.
- (2) These securities are owned directly by Spectrum Cayman, which is owned 99% by Spectrum and 1% by Spectrum Pharmaceuticals International Holdings, LLC, a Delaware limited liability company. As a result, Spectrum may be deemed to share voting and dispositive power over the reported securities. Spectrum disclaims beneficial ownership in the shares held directly by Spectrum Cayman except to the extent of its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.