

SPECTRUM PHARMACEUTICALS INC  
Form SC 13D/A  
January 30, 2015

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

**SCHEDULE 13D/A**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 6)\***

**Spectrum Pharmaceuticals, Inc.**

**(Name of Issuer)**

**Common Stock, par value \$0.001 per share**

**(Title of Class of Securities)**

**84763A 10 8**

**(CUSIP Number)**

**Rajesh C. Shrotriya**

**Spectrum Pharmaceuticals, Inc.**

**11500 S. Eastern Ave.**

**Suite 240**

**Henderson, NV 89052**

**(702) 835-6300**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**December 19, 2014**

**(Date of Event Which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See section 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a person's initial filing on this form with respect to subject class of securities, and for any subsequent amendment containing information which would alter disclosures in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 84763A 10 8

13D/A

Page 2 of 6

1. Names of Reporting Persons

Rajesh C. Shrotriya, M.D.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

3. SEC Use Only

4. Source of Funds (See Instructions)

PF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

..

6. Citizenship or Place of Organization

United States

Number of 7. Sole Voting Power

Shares

Beneficially 6,230,238

8. Shared Voting Power

Owned by

Each

1,825,065

Reporting 9. Sole Dispositive Power

Person

With

6,230,238

10. Shared Dispositive Power

1,825,065

11. Aggregate Amount Beneficially Owned by Each Reporting Person

8,055,303

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

11.24%<sup>1</sup>

14. Type of Reporting Person (See Instructions)

IN

<sup>1</sup> The percentage owned is based on 65,887,365 shares of common stock outstanding as of December 19, 2014.

**CUSIP No. 84763A 10 8**  
**Explanatory Note**

**13D/A**

**Page 3 of 6**

Dr. Rajesh C. Shrotriya previously filed a statement of beneficial ownership, and amendments thereto, with the Securities and Exchange Commission (the "SEC") with respect to the common stock, par value \$0.001 per share ("Common Stock"), of Spectrum Pharmaceuticals, Inc. (the "Company"), on Schedule 13D pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Act"), and Rule 13d-1 thereunder. Dr. Shrotriya's beneficial ownership has increased by more than one percent (1%) of the number of issued and outstanding shares of Common Stock, thereby requiring the filing of this amendment to statement on Schedule 13D with the SEC pursuant to Section 13(d) of the Act and Rule 13d-1 thereunder.

**Item 1. Security and Issuer**

This Schedule 13D (the "Statement") relates to the Common Stock of the Company that is beneficially owned by Dr. Shrotriya. The Company's principal executive offices are located at 11500 S. Eastern Ave., Suite 240, Henderson, Nevada 89052.

**Item 2. Identity and Background**

(a) Rajesh C. Shrotriya, M.D.

(b) Dr. Shrotriya's business address is 11500 S. Eastern Ave., Suite 240, Henderson, Nevada 89052.

(c) Dr. Shrotriya is the Chairman of the Board and Chief Executive Officer of the Company. The Company is a biotechnology company with fully integrated commercial and drug development operations with a primary focus in hematology and oncology. The Company's principal executive offices are located at 11500 S. Eastern Ave., Suite 240, Henderson, Nevada 89052.

(d) During the last five years, Dr. Shrotriya has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, Dr. Shrotriya has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Dr. Shrotriya is a citizen of the United States of America.

**Item 3. Source and Amount of Funds or Other Consideration**

Dr. Shrotriya beneficially owns 8,055,303 shares of Common Stock of which (a) 559,075 shares were purchased by Dr. Shrotriya through open market purchases, exercise of stock options and the purchase of shares of common stock under the Company's Shelf Registration Statement on Form S-3 (File No. 333-150260), in each case with his personal funds; (b) 1,722,659 shares were acquired upon the grant of restricted stock, subject to future vesting, as compensation; (c) 24,443 shares were acquired through 401(k) matching contributions made by the Company in shares; and (d) 5,749,126 shares reported as beneficially owned in this Schedule 13D represent shares that Dr. Shrotriya has the right to acquire within 60 days of the date hereof through the exercise of vested portions of stock options granted to him by the Company.

**Item 4. Purpose of Transaction**

Dr. Shrotriya owns securities of the Company for investment and compensatory purposes.

Other than any shares or other securities of the Company that Dr. Shrotriya may receive as compensation from the Company, Dr. Shrotriya does not presently have any definitive plan that relates to or would result in any of the items listed under (A) – (J) of this item. In his capacity as Chairman of the Board of Directors and Chief Executive Officer of the Company, Dr. Shrotriya has an active role in the Company's management and therefore, may have general knowledge about one or more of the items listed under (A) – (J) of this item.

CUSIP No. 84763A 10 8

13D/A

Page 4 of 6

**Item 5. Interest in Securities of the Issuer**

(a) As of December 19, 2014, Dr. Shrotriya beneficially owns an aggregate of 8,055,303 shares, representing an aggregate of 11.24% of the outstanding shares of Common Stock.

(b) Dr. Shrotriya has sole voting and dispositive power over 6,230,238 shares. Dr. Shrotriya has shared voting and dispositive power over 1,825,065 of the shares with his wife, Chitra Shrotriya, whose identifying information is provided below:

Chitra Shrotriya

Mrs. Shrotriya's business address is 11500 S. Eastern Ave., Suite 240, Henderson, Nevada 89052.

Mrs. Shrotriya is the wife of Dr. Shrotriya, who is the Chairman of the Board and the Chief Executive Officer of the Company. The Company is a biotechnology company with fully integrated commercial and drug development operations with a primary focus in hematology and oncology. The Company's principal executive offices are located at 11500 S. Eastern Ave., Suite 240, Henderson, Nevada 89052.

During the last five years, Mrs. Shrotriya has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, Mrs. Shrotriya has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Mrs. Shrotriya is a citizen of the United States of America.

(c) Transactions by Dr. Shrotriya that were effected during the past 60 days are as follows.

On November 29, 2014, the Company withheld 62,925 shares of common stock valued at \$7.21 per share, based on the closing sales price on the prior trading day, to satisfy Dr. Shrotriya's tax withholding obligations in connection with the November 29, 2014 vesting of restricted stock awarded in November 2011.

On December 13, 2014, the Company withheld 16,780 shares of common stock valued at \$7.10 per share, based on the closing sales price on the prior trading day, to satisfy Dr. Shrotriya's tax withholding obligations in connection with the December 13, 2014 vesting of restricted stock awarded in December 2013.

On December 15, 2014, Dr. Shrotriya exercised an aggregate of 21,505 stock options with a purchase price of \$4.65 per share.

On December 15, 2014, Dr. Shrotriya exercised an aggregate of 14,556 stock options with a purchase price of \$6.87 per share.

On December 19, 2014, the Company withheld 17,110 shares of common stock valued at \$7.24 per share, based on the closing sales price on the prior trading day, to satisfy Dr. Shrotriya's tax withholding obligations in connection with the December 19, 2014 vesting of restricted stock awarded in December 2012.

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On December 19, 2014, Dr. Shrotriya was granted 650,000 stock options with an exercise price of \$7.24 vesting twenty-five percent (25%) on December 19, 2014. The remaining stock options vest in twenty-five percent (25%) equal annual amounts on each anniversary date of the grant over three years.

On December 30, 2014, the Shrotriya Family Foundation, a Nevada nonprofit corporation, gifted in the aggregate 5,103 shares to two nonprofit charitable organizations. Dr. Shrotriya is a director and officer of the Shrotriya Family Foundation.

On January 7, 2015, Dr. Shrotriya gifted in the aggregate 5,943 shares to his three grandchildren.

**(d)-(e)** Not Applicable.



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CUSIP No. 84763A 10 8

13D/A

Page 5 of 6

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Not applicable.

**Item 7. Material to be Filed as Exhibits**

Not applicable.

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**CUSIP No. 84763A 10 8**

**13D/A  
SIGNATURE**

**Page 6 of 6**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: January 29, 2015

/s/ Rajesh C. Shrotriya  
Rajesh C. Shrotriya, M.D.