

SPECTRUM PHARMACEUTICALS INC

Form 8-K

December 13, 2004

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

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES AND EXCHANGE ACT OF 1934**

December 13, 2004 (December 9, 2004)
Date of Report (Date of earliest event reported)

SPECTRUM PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other Jurisdiction
of Incorporation)

000-28782
(Commission File Number)

93-0979187
(IRS Employer
Identification Number)

157 Technology Drive
Irvine, California
(Address of principal executive offices)

92618
(Zip Code)

(949) 788-6700
(Registrant's telephone number, including area code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

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Item 3.02 Unregistered Sales of Equity Securities

In connection with a private placement transaction in May 2003, we issued warrants exercisable through May 2008. Since our last periodic report, one of these warrants was exercised for purchase of 150,000 shares of our common stock for cash consideration of \$450,000. We believe the sale of the shares was exempt from registration under the Securities Act of 1933 (the Act) pursuant to Section 4(2) of the Act. We made no solicitation in connection with the exercise of the warrant; we obtained representations from the holder regarding its status as an accredited investor; and the holder had access to adequate information about Spectrum in order to make an informed investment decision. No underwriting discounts or commissions were paid in conjunction with the issuances.

SIGNATURES

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.

Date: December 13, 2004

SPECTRUM PHARMACEUTICALS, INC.

By: /s/ Shyam K. Kumaria

Name: Shyam K. Kumaria