

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

**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant:

Filed by a Party other than the Registrant:

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**CTI BioPharma Corp.**

**(Name of Registrant as Specified In Its Charter)**

Payment of filing fee (Check the appropriate box):

- No fee required.
  - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
    - (1) Title of each class of securities to which transaction applies:
    - (2) Aggregate number of securities to which transaction applies:
    - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
    - (4) Proposed maximum aggregate value of transaction:
    - (5) Total fee paid:
  - Fee paid previously with preliminary materials.
  - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
    - (1) Amount Previously Paid:
    - (2) Form, Schedule or Registration Statement No.:
    - (3) Filing Party:
    - (4) Date Filed:
-



**CTI BIOPHARMA CORP.**  
**3101 WESTERN AVENUE, SUITE 800**  
**SEATTLE, WA 98121**

**VOTE BY INTERNET**

*Before The Meeting* - Go to [www.proxyvote.com](http://www.proxyvote.com)

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

*During The Meeting* - Go to [www.virtualshareholdermeeting.com/CTIC2019](http://www.virtualshareholdermeeting.com/CTIC2019)

You may attend the Meeting via the Internet and vote during the Meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

E56891-P17201

KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED

DETACH AND RETURN THIS PORTION

<b>CTI BIOPHARMA CORP.</b> <b>The Board of Directors recommends you vote FOR ALL</b> <b>the following:</b>		For All	Withhold All	For All Except	To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.	
1. To elect directors to the Company's Board of Directors to serve until the 2020 annual meeting of stockholders. <b>Nominees:</b> 01) Adam R. Craig, M.D., Ph.D.    05) Matthew D. Perry 02) Laurent Fischer, M.D.        06) Reed V. Tuckson, M.D., F.A.C.P. 03) Michael A. Metzger 04) David R. Parkinson, M.D.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____	
<b>The Board of Directors recommends you vote FOR the following proposals:</b>						
2.	To approve an amendment to our certificate of incorporation to increase the total number of authorized shares from 101,533,333 to 131,533,333 and to increase the total number of authorized shares of our common stock from 101,500,000 to 131,500,000;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
3.	To approve an increase of 2,000,000 shares reserved for issuance pursuant to our Amended and Restated 2017 Equity Incentive Plan;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
4.	To ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2019;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
5.	To approve, by non-binding advisory vote, the compensation of our named executive officers;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
6.	To approve the adjournment of the annual meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the annual meeting to adopt any of the foregoing proposals.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
<b>NOTE:</b> In their discretion, the proxies are authorized to vote upon such other business as may properly come before the annual meeting or any adjournments and postponements thereof. For address changes/comments, mark here. <input type="checkbox"/> (see reverse for instructions)						
Please sign exactly as your name(s) appear(s) on the stock certificate(s). When shares are held jointly, each person must sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. An authorized person should sign on behalf of corporations, partnerships and associations and give his or her title.						
<input type="text"/> Signature (PLEASE SIGN WITHIN BOX)		<input type="text"/> Date		<input type="text"/> Signature (PLEASE SIGN WITHIN BOX)		<input type="text"/> Date

**CTI BIOPHARMA CORP.**  
**Annual Meeting of Stockholders**  
**May 16, 2019 10:00 A.M. Pacific Time**  
**Via the Internet at [www.virtualshareholdermeeting.com/CTIC2019](http://www.virtualshareholdermeeting.com/CTIC2019)**  
**This proxy is solicited by the Board of Directors**

The undersigned stockholder(s), hereby revoking any proxy previously given, hereby appoint(s) Adam R. Craig, M.D., Ph.D. and Laurent Fischer, M.D., or either of them, as proxies, each with full power of substitution, to represent and vote for, and on behalf of, the stockholder(s) the number of shares of common stock of CTI BioPharma Corp. that the stockholder(s) would be entitled to vote if personally present at the Annual Meeting of Stockholders to be held on May 16, 2019, or at any adjournment or postponement thereof. To attend the meeting via the Internet, please visit [www.virtualshareholdermeeting.com/CTIC2019](http://www.virtualshareholdermeeting.com/CTIC2019) and have the information that is printed in the box marked by the arrow available and follow the instructions.

This proxy, when properly executed and returned, will be voted in the manner directed by the stockholder(s) on the reverse side of this ballot. **IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE BOARD OF DIRECTORS' RECOMMENDATIONS.** Whether or not direction is made, each of the named proxies is authorized to vote this proxy in his discretion, upon such other matter or matters that may properly come before the meeting and any postponements or adjournments thereof.

Address Changes/Comments: \_\_\_\_\_  
\_\_\_\_\_

(If you noted any Address Changes and/or Comments above, please mark corresponding box on the reverse side)

**To be signed on reverse side**