

---

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

---

**FORM S-8**  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

---

**CTI BIOPHARMA CORP.**  
(Exact name of Registrant as specified in its charter)

---

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

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

**CTI BioPharma Corp.**  
**3101 Western Avenue, Suite 800**  
**Seattle, Washington 98121**  
(Address of principal executive offices, including zip code)

---

**CTI BioPharma Corp. Amended and Restated 2017 Equity Incentive Plan**  
(Full title of the plan)

---

**Adam Craig, M.D., Ph.D.**  
**President and Chief Executive Officer**  
**CTI BioPharma Corp.**  
**3101 Western Avenue, Suite 800**  
**Seattle, Washington 98121**  
**(206) 282-7100**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

---

Copy to:

Sean Feller  
Gibson, Dunn & Crutcher LLP  
2029 Century Park East, Suite 4000  
Los Angeles, CA 90067-3026  
(310) 552-8500

---

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## CALCULATION OF REGISTRATION FEE

<b>Title of Each Class of Securities to be Registered (1)</b>	<b>Amount to be Registered (2)</b>	<b>Proposed Maximum Offering Price Per Share (3)</b>	<b>Proposed Maximum Aggregate Offering Price (3)</b>	<b>Amount of Registration Fee (3)</b>
Common Stock, par value \$0.001 per share	5,100,000	\$1.00	\$5,100,000	\$661.98

- (1) In addition to the number of shares of common stock, par value \$0.001 per share (the “Common Stock”) of CTI BioPharma Corp. (the “Registrant”) set forth in the above table, this Registration Statement on Form S-8 (this “Registration Statement”) covers an indeterminate number of options and other rights to acquire Common Stock, to be granted pursuant to the CTI BioPharma Corp. Amended and Restated 2017 Equity Incentive Plan (the “Plan”).
  - (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 also shall cover any additional shares of Common Stock in respect of the securities identified in the above table as a result of any stock dividend, stock split, recapitalization or other similar transaction, and any other securities with respect to which the outstanding shares are converted or exchanged.
  - (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act, the proposed maximum offering price per share, the proposed maximum aggregate offering price and the amount of registration fee have been computed based on the weighted average exercise price of outstanding options granted under the Plan.
-

## EXPLANATORY NOTE

The Registrant is filing this Registration Statement pursuant to General Instruction E of Form S-8 to register the offer and sale of an additional 5,100,000 shares of Common Stock that may be issued under the Plan. The contents of the Registrant's registration statements on Form S-8 relating to the Plan, which were filed with the Securities and Exchange Commission (the "Commission") on May 22, 2018 ([File No. 333-225116](#)) and May 23, 2019 ([File No. 333-231708](#)), are incorporated by reference into this Registration Statement, as permitted by General Instruction E of Form S-8.

## PART II INFORMATION REQUIRED IN REGISTRATION STATEMENT

### Item 8. Exhibits.

#### Exhibit No.   Exhibit Description

- |       |  |
|-------|--|
| 4.1   | <a href="#">Certificate of Incorporation of CTI BioPharma Corp., a Delaware corporation, dated January 24, 2018 (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K, filed on January 24, 2018).</a>      |
| 4.2   | <a href="#">Certificate of Amendment to the Certificate of Incorporation of CTI BioPharma Corp., dated May 17, 2018 (incorporated by reference to Exhibit 3.1 of the Registrant's Quarterly Report on Form 10-Q, filed on August 3, 2018).</a> |
| 4.3   | <a href="#">Certificate of Amendment to the Certificate of Incorporation of CTI BioPharma Corp., dated May 16, 2019 (incorporated by reference to Exhibit 3.1 of the Registrant's Quarterly Report on Form 10-Q, filed on August 1, 2019).</a> |
| 4.4*  | <a href="#">Certificate of Amendment to the Certificate of Incorporation of CTI BioPharma Corp., dated June 5, 2020.</a>   |
| 4.5   | <a href="#">Amended and Restated Bylaws of CTI BioPharma Corp, a Delaware corporation (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K, filed on March 23, 2018).</a>                                  |
| 4.6   | <a href="#">CTI BioPharma Corp. Amended and Restated 2017 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K, filed on June 10, 2020).</a>  |
| 4.7   | <a href="#">Form of Stock Option Award Agreement under the Amended and Restated 2017 Equity Incentive Plan (incorporated by reference to Exhibit 10.2 of the Registrant's Current Report on Form 8-K, filed on May 21, 2018).</a>              |
| 5.1*  | <a href="#">Opinion of Gibson, Dunn &amp; Crutcher LLP.</a>  |
| 23.1* | <a href="#">Consent of Gibson, Dunn &amp; Crutcher LLP (included in Exhibit 5.1).</a>  |
| 23.2* | <a href="#">Consent of Ernst &amp; Young LLP, Independent Registered Public Accounting Firm.</a>   |
| 24.1* | Power of Attorney (included on signature page hereto).   |

\*Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Seattle, State of Washington, on this 18<sup>th</sup> of June, 2020.

### CTI BIOPHARMA CORP.

By: /s/ Adam R. Craig, M.D., Ph.D.  
Name: Adam R. Craig, M.D., Ph.D.  
Title: President, Chief Executive Officer  
and Interim Chief Medical Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Adam R. Craig and David H. Kirske, and each of them, his true and lawful attorney-in-fact and agent, each with full power of substitution and resubstitution, for him or her and in his name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and any registration statement relating to the offering covered by this Registration Statement and filed pursuant to Rule 462(b) under the Securities Act of 1933, and to file the same, with exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Laurent Fischer, M.D.</u> Laurent Fischer, M.D.	Chairman of the Board	June 18, 2020
<u>/s/ Adam R. Craig, M.D., Ph.D.</u> Adam R. Craig, M.D., Ph.D.	Director, President, Chief Executive Officer and Interim Chief Medical Officer (Principal Executive Officer)	June 18, 2020
<u>/s/ David H. Kirske</u> David H. Kirske	Executive Vice President, Chief Financial Officer and Secretary (Principal Financial & Accounting Officer)	June 18, 2020
<u>/s/ Michael A. Metzger</u> Michael A. Metzger	Director	June 18, 2020
<u>/s/ David R. Parkinson, M.D.</u> David R. Parkinson, M.D.	Director	June 18, 2020
<u>/s/ Matthew D. Perry</u> Matthew D. Perry	Director	June 18, 2020
<u>/s/ Reed V. Tuckson, M.D., F.A.C.P.</u> Reed V. Tuckson, M.D., F.A.C.P.	Director	June 18, 2020

**CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
CTI BIOPHARMA CORP.**

CTI BioPharma Corp. (the “**Corporation**”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**DGCL**”), does hereby certify that:

1. The name of the Corporation is CTI BioPharma Corp. The date of filing of the Corporation’s original Certificate of Incorporation with the Secretary of State of the State of Delaware was December 14, 2017.
2. This Certificate of Amendment to the Certificate of Incorporation was duly authorized and adopted by the Corporation’s Board of Directors and stockholders in accordance with Section 242 of the DGCL and amends the provisions of the Corporation’s Certificate of Incorporation.
3. The amendment to the existing Certificate of Incorporation being effected hereby is to delete Section 4.1 of Article IV of the Certificate of Incorporation in its entirety and to substitute in its place the following:

“*Classes.* The total number of shares of capital stock which the Corporation shall have authority to issue is One Hundred and Sixty-Six Million, Five Hundred and Thirty-Three Thousand, Three Hundred and Thirty Three (166,533,333), including One Hundred and Sixty-Six Million, Five Hundred Thousand (166,500,000) shares of common stock, par value \$0.001 per share (the Common Stock), and Thirty-Three Thousand Three Hundred Thirty-Three (33,333) shares of preferred stock, par value \$0.001 per share (the Preferred Stock), of which 12,575 are designated as the Series O Preferred Stock (the Series O Preferred Stock), and 4,500 are designated as the Series X Convertible Preferred Stock (the Series X Preferred Stock). Subject to the rights of the holder of any series of Preferred Stock, the number of authorized shares of any of the Common Stock or Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority in voting power of the stock of the Corporation entitled to vote thereon irrespective of the provisions of Section 242(b)(2) of the DGCL, and no vote of the holders of any of the Common Stock or Preferred Stock voting separately as a class shall be required therefor.”

4. This Certificate of Amendment to the Certificate of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Delaware.

**IN WITNESS WHEREOF**, CTI BioPharma Corp. has caused this Certificate of Amendment to the Certificate of Incorporation to be signed by its Chief Executive Officer as of the 5th day of June, 2020.

**CTI BIOPHARMA CORP.**

a Delaware corporation

By: /s/ Adam R. Craig

Name: Adam R. Craig

Title: President and Chief Executive Officer

## [Letterhead of Gibson, Dunn &amp; Crutcher LLP]

June 18, 2020

CTI BioPharma Corp.  
3101 Western Avenue, Suite 800  
Seattle, Washington 98121

Re: CTI BioPharma Corp. Registration Statement on Form S-8

Ladies and Gentleman:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") of CTI BioPharma Corp., a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 5,100,000 shares of the Company's common stock, par value \$0.001 per share (the "Shares"), under the CTI BioPharma Corp. Amended and Restated 2017 Equity Incentive Plan (the "Plan").

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder. Finally, we have assumed the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

Based upon the foregoing examination and in reliance thereon, and subject to the qualifications, assumptions and limitations stated herein and in reliance on the statements of fact contained in the documents that we have examined, we are of the opinion that the Shares, when issued and sold in accordance with the terms set forth in the Plan and against payment therefor in accordance with the terms of the form of agreement documenting the awards under which the Shares may be issued, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the "DGCL"). We are not admitted to practice in the State of Delaware; however, we are generally familiar with the DGCL as currently in effect and have made such inquiries as we consider necessary to render the opinions above. This opinion is limited to the effect of the current state of the DGCL and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such law or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name under the caption "Legal Matters" in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP

**CONSENT OF ERNST & YOUNG LLP, INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the CTI BioPharma Corp. Amended and Restated 2017 Equity Incentive Plan of our report dated March 12, 2020, with respect to the consolidated financial statements of CTI BioPharma Corp. included in its Annual Report (Form 10-K) for the year ended December 31, 2019, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Seattle, Washington  
June 18, 2020