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

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**SCHEDULE 13D**

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Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

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**CTI BioPharma Corp.**

(Name of Issuer)

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

(Title of Class of Securities)

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**12648L601**

(CUSIP Number)

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**Louis S. Citron, Esq.  
New Enterprise Associates  
1954 Greenspring Drive, Suite 600, Timonium, MD 21093  
(410) 842-4000**

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

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**March 2, 2020**

(Date of Event which Requires Filing of this Statement)

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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 §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 reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided 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).

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1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) <b>Growth Equity Opportunities Fund V, LLC</b>		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions) <b>WC</b>		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		<input checked="" type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Delaware Limited Liability Company</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7.	SOLE VOTING POWER <b>0 Shares</b>
		8.	SHARED VOTING POWER <b>7,384,816 shares</b>
		9.	SOLE DISPOSITIVE POWER <b>0 Shares</b>
		10.	SHARED DISPOSITIVE POWER <b>7,384,816 shares</b>
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>7,384,816 shares</b>		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)		<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>9.99%</b>		
14.	TYPE OF REPORTING PERSON (see instructions) <b>OO</b>		

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) <b>New Enterprise Associates 16, L.P.</b>		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions) <b>AF</b>		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6.	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Delaware Limited Partnership</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER <b>0 Shares</b>	
	8.	SHARED VOTING POWER <b>7,384,816 shares</b>	
	9.	SOLE DISPOSITIVE POWER <b>0 Shares</b>	
	10.	SHARED DISPOSITIVE POWER <b>7,384,816 shares</b>	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>7,384,816 shares</b>		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>		
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>9.99%</b>		
14.	TYPE OF REPORTING PERSON (see instructions) <b>PN</b>		

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	NEA Partners 16, L.P.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) <span style="float: right;">(a) <input type="checkbox"/> (b) <input type="checkbox"/></span>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS (see instructions)	
	AF	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <span style="float: right;"><input type="checkbox"/></span>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware Limited Partnership	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER  0 Shares
	8.	SHARED VOTING POWER  7,384,816 shares
	9.	SOLE DISPOSITIVE POWER  0 Shares
	10.	SHARED DISPOSITIVE POWER  7,384,816 shares
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	7,384,816 shares	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <span style="float: right;"><input type="checkbox"/></span>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	9.99%	
14.	TYPE OF REPORTING PERSON (see instructions)	
	PN	

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	NEA 16 GP, LLC		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions)		
	AF		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		<input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware Limited Liability Company		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER	0 Shares
	8.	SHARED VOTING POWER	7,384,816 shares
	9.	SOLE DISPOSITIVE POWER	0 Shares
	10.	SHARED DISPOSITIVE POWER	7,384,816 shares
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	7,384,816 shares		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)		<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	9.99%		
14.	TYPE OF REPORTING PERSON (see instructions)		
	OO		

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	Forest Baskettt		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions)		
	AF		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		<input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION		
	United States		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER	0 Shares
	8.	SHARED VOTING POWER	7,384,816 shares
	9.	SOLE DISPOSITIVE POWER	0 Shares
	10.	SHARED DISPOSITIVE POWER	7,384,816 shares
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	7,384,816 shares		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)		<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	9.99%		
14.	TYPE OF REPORTING PERSON (see instructions)		
	IN		

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) <b>Ali Behbahani</b>		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions) <b>AF</b>		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6.	CITIZENSHIP OR PLACE OF ORGANIZATION <b>United States</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER	<b>0 Shares</b>
	8.	SHARED VOTING POWER	<b>7,384,816 shares</b>
	9.	SOLE DISPOSITIVE POWER	<b>0 Shares</b>
	10.	SHARED DISPOSITIVE POWER	<b>7,384,816 shares</b>
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>7,384,816 shares</b>		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>		
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>9.99%</b>		
14.	TYPE OF REPORTING PERSON (see instructions) <b>IN</b>		

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	<b>Carmen Chang</b>	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS (see instructions)	
	<b>AF</b>	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION	
	<b>United States</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER <b>0 Shares</b>
	8.	SHARED VOTING POWER <b>7,384,816 shares</b>
	9.	SOLE DISPOSITIVE POWER <b>0 Shares</b>
	10.	SHARED DISPOSITIVE POWER <b>7,384,816 shares</b>
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>7,384,816 shares</b>	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)	<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>9.99%</b>	
14.	TYPE OF REPORTING PERSON (see instructions)	
	<b>IN</b>	



1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) <b>Anthony A. Florence, Jr.</b>		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions) <b>AF</b>		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6.	CITIZENSHIP OR PLACE OF ORGANIZATION <b>United States</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER <b>0 Shares</b>	
	8.	SHARED VOTING POWER <b>7,384,816 shares</b>	
	9.	SOLE DISPOSITIVE POWER <b>0 Shares</b>	
	10.	SHARED DISPOSITIVE POWER <b>7,384,816 shares</b>	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>7,384,816 shares</b>		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>		
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>9.99%</b>		
14.	TYPE OF REPORTING PERSON (see instructions) <b>IN</b>		

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) <b>Mohamad H. Makhzoumi</b>		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions) <b>AF</b>		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		<input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION <b>United States</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER <b>0 Shares</b>	
	8.	SHARED VOTING POWER <b>7,384,816 shares</b>	
	9.	SOLE DISPOSITIVE POWER <b>0 Shares</b>	
	10.	SHARED DISPOSITIVE POWER <b>7,384,816 shares</b>	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>7,384,816 shares</b>		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)		<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>9.99%</b>		
14.	TYPE OF REPORTING PERSON (see instructions) <b>IN</b>		

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	<b>Joshua Makower</b>		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions)		
	<b>AF</b>		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		<input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION		
	<b>United States</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER	<b>0 Shares</b>
	8.	SHARED VOTING POWER	<b>7,384,816 shares</b>
	9.	SOLE DISPOSITIVE POWER	<b>0 Shares</b>
	10.	SHARED DISPOSITIVE POWER	<b>7,384,816 shares</b>
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	<b>7,384,816 shares</b>		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)		<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	<b>9.99%</b>		
14.	TYPE OF REPORTING PERSON (see instructions)		
	<b>IN</b>		

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	Scott D. Sandell		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions)		
	AF		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		<input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION		
	United States		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER	0 Shares
	8.	SHARED VOTING POWER	7,384,816 shares
	9.	SOLE DISPOSITIVE POWER	0 Shares
	10.	SHARED DISPOSITIVE POWER	7,384,816 shares
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	7,384,816 shares		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)		<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	9.99%		
14.	TYPE OF REPORTING PERSON (see instructions)		
	IN		

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) <b>Peter W. Sonsini</b>		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions) <b>AF</b>		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6.	CITIZENSHIP OR PLACE OF ORGANIZATION <b>United States</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER <b>0 Shares</b>	
	8.	SHARED VOTING POWER <b>7,384,816 shares</b>	
	9.	SOLE DISPOSITIVE POWER <b>0 Shares</b>	
	10.	SHARED DISPOSITIVE POWER <b>7,384,816 shares</b>	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>7,384,816 shares</b>		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>		
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>9.99%</b>		
14.	TYPE OF REPORTING PERSON (see instructions) <b>IN</b>		

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) <b>Paul Walker</b>		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions) <b>AF</b>		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6.	CITIZENSHIP OR PLACE OF ORGANIZATION <b>United States</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER <b>0 Shares</b>	
	8.	SHARED VOTING POWER <b>7,384,816 shares</b>	
	9.	SOLE DISPOSITIVE POWER <b>0 Shares</b>	
	10.	SHARED DISPOSITIVE POWER <b>7,384,816 shares</b>	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>7,384,816 shares</b>		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>		
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>9.99%</b>		
14.	TYPE OF REPORTING PERSON (see instructions) <b>IN</b>		

**Item 1. Security and Issuer.**

This Amendment No. 2 ("Amendment No.2") to Schedule 13D amends and supplements the statement on 13D originally filed on February 20, 2018 and Amendment No. 1 filed on February 13, 2020, relating to the common shares, \$0.001 par value (the "Common Stock"), of CTI BioPharma Corp. (the "Issuer") having its principal executive office at 3101 Western Avenue, Suite 800, Seattle, Washington 98121.

Certain terms used but not defined in this Amendment No. 2 have the meanings assigned thereto in the Schedule 13D (and Amendment No. 1 thereto). Except as specifically provided herein, this Amendment No. 2 does not modify any of the information previously reported on the Schedule 13D (and Amendment No. 1 thereto).

**Item 2. Identity and Background.**

This statement is being filed by:

(a) Growth Equity Opportunities Fund V, LLC ("GEO");

(b) New Enterprise Associates 16, L.P. ("NEA 16"), which is the sole member of GEO, NEA Partners 16, L.P. ("NEA Partners 16"), which is the sole general partner of NEA 16; and NEA 16 GP, LLC ("NEA 16 LLC" and, together with NEA Partners 16, the "Control Entities"), which is the sole general partner of NEA Partners 16; and

(c) Forest Baskett ("Baskett"), Ali Behbahani ("Behbahani"), Carmen Chang ("Chang"), Anthony A. Florence, Jr. ("Florence"), Mohamad H. Makhzoumi ("Makhzoumi"), Joshua Makower ("Makower"), Scott D. Sandell ("Sandell"), Peter W. Sonsini ("Sonsini") and Paul Walker ("Walker") (together, the "Managers"). The Managers are the managers of NEA 16 LLC.

The persons named in this Item 2 are referred to individually herein as a "Reporting Person" and collectively as the "Reporting Persons."

The address of the principal business office of GEO, NEA 16 and each Control Entity is New Enterprise Associates, 1954 Greenspring Drive, Suite 600, Timonium, MD 21093. The address of the principal business office of Behbahani is New Enterprise Associates, 5425 Wisconsin Avenue, Suite 800, Chevy Chase, MD 20815. The address of the principal business office of Baskett, Chang, Makhzoumi, Makower, Sandell, Sonsini and Walker is New Enterprise Associates, 2855 Sand Hill Road, Menlo Park, California 94025. The address of the principal business office of Florence is New Enterprise Associates, 104 5<sup>th</sup> Avenue, 19<sup>th</sup> Floor, New York, NY 10001.

The principal business of GEO and NEA 16 is to invest in and assist growth-oriented businesses located principally in the United States. The principal business of NEA Partners 16 is to act as the sole general partner of NEA 16. The principal business of NEA 16 LLC is to act as the sole general partner of NEA Partners 16. The principal business of each of the Managers is to manage the Control Entities, GEO and a number of affiliated partnerships with similar businesses.

During the five years prior to the date hereof, none of the Reporting Persons has been convicted in a criminal proceeding or has been a party to a civil proceeding ending in 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.

GEO and NEA 16 LLC are limited liability companies organized under the laws of the State of Delaware. NEA 16 and NEA Partners 16 are limited partnerships organized under the laws of the State of Delaware. Each of the Managers is a United States citizen.

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**Item 4. Purpose of Transaction.**

On March 2, 2020, the Issuer completed a rights offering (the "Offering") whereby GEO V purchased 3,390,450 shares of the Issuer's Common Stock at an aggregate purchase price of \$3,390,450. Furthermore, pursuant to the terms of the Investment Agreement (as defined and described in Amendment No. 1), the Reporting Persons agreed to purchase certain Common Stock and/or Series X Preferred Stock offered but not purchased pursuant to the exercise of rights in the Offering, if any (the "Backstop Commitment"). In connection with such Backstop Commitment, on March 4, 2020, GEO V purchased 410.955 shares of Series X Preferred Stock for \$10,000 per share (the "GEO Series X Preferred Stock"). Each share of Series X Preferred Stock can be converted into 10,000 shares of Common Stock at the election of the holder, subject to certain limitations, including prohibiting Series X Preferred Stock from being converted into shares of Common Stock if, as a result of such conversion, such holder, together with its affiliates, would own more than 9.99% of the total number of shares of Common Stock issued and outstanding immediately after giving effect to such conversion (the "Beneficial Ownership Limitation"). GEO now holds a total of 7,140,450 shares of Common Stock and a right, upon exercise of the GEO Series X Preferred Stock and taking into account the Beneficial Ownership Limitation, to purchase up to 244,366 shares of the Issuer's Common Stock (the "Exercisable GEO Series X Preferred Stock") for a total of 7,384,816 shares (the "GEO Shares").

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

- (a) GEO is the record owner of the GEO Shares. As the sole member of GEO, NEA 16 may be deemed to own beneficially the GEO Shares. As the general partner of NEA 16, NEA Partners 16 may be deemed to own beneficially the GEO Shares. As the sole general partner of NEA Partners 16, NEA 16 LLC may be deemed to own beneficially the GEO Shares. As members of NEA 16 LLC, each of the Managers may be deemed to own beneficially the GEO Shares.

Each Reporting Person disclaims beneficial ownership of the GEO Shares other than those shares which such person owns of record.

The percentage of outstanding Common Stock of the Issuer which may be deemed to be beneficially owned by each Reporting Person is set forth on Line 13 of such Reporting Person's cover sheet. Such percentage was calculated based on 73,922,086 shares of Common Stock which includes the (i) 57,978,725 shares of Common Stock outstanding, as of February 13, 2020, as disclosed in the Issuer's Prospectus Supplement on Form 424(b)5 filed with the Securities and Exchange Commission ("SEC") on February 14, 2020, (ii) 15,698,995 shares of Common Stock sold as part of the Offering, as disclosed in the Issuer's 8-K filed with the SEC on March 9, 2020 and (iii) Exercisable GEO Series X Preferred Stock.

- (b) Regarding the number of shares as to which such person has:
- (i) sole power to vote or to direct the vote: See line 7 of cover sheets
  - (ii) shared power to vote or to direct the vote: See line 8 of cover sheets
  - (iii) sole power to dispose or to direct the disposition: See line 9 of cover sheets
  - (iv) shared power to dispose or to direct the disposition: See line 10 of cover sheets
- (c) Except as set forth in Item 3 above, none of the Reporting Persons has effected any transaction in the Common Stock during the last 60 days.
- (d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or any proceeds from the sale of, Common Stock beneficially owned by any of the Reporting Persons.
- (e) None.
-



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

None.

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

Exhibit 1 – Agreement regarding filing of joint Schedule 13D.

Exhibit 2 – Power of Attorney regarding filings under the Securities Exchange Act of 1934, as amended.

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**SIGNATURE**

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

EXECUTED this 12<sup>th</sup> day of March, 2020.

GROWTH EQUITY OPPORTUNITIES FUND V, LLC

By: NEW ENTERPRISE ASSOCIATES 16, L.P.  
Sole Member

By: NEA PARTNERS 16, L.P.  
General Partner

By: NEA 16 GP, LLC  
General Partner

By: \_\_\_\_\_  
\*  
Scott D. Sandell  
Chief Executive Officer

NEW ENTERPRISE ASSOCIATES 16, L.P.

By: NEA PARTNERS 16, L.P.  
General Partner

By: NEA 16 GP, LLC  
General Partner

By: \_\_\_\_\_  
\*  
Scott D. Sandell  
Chief Executive Officer

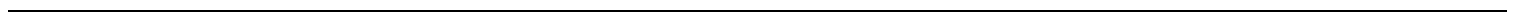
NEA PARTNERS 16, L.P.

By: NEA 16 GP, LLC  
General Partner

By: \_\_\_\_\_  
\*  
Scott D. Sandell  
Chief Executive Officer

NEA 16 GP, LLC

By: \_\_\_\_\_  
\*  
Scott D. Sandell  
Chief Executive Officer



\*  
\_\_\_\_\_  
Forest Baskett

\*  
\_\_\_\_\_  
Ali Behbahani

\*  
\_\_\_\_\_  
Carmen Chang

\*  
\_\_\_\_\_  
Anthony A. Florence, Jr.

\*  
\_\_\_\_\_  
Mohamad H. Makhzoumi

\*  
\_\_\_\_\_  
Joshua Makower

\*  
\_\_\_\_\_  
Scott D. Sandell

\*  
\_\_\_\_\_  
Peter W. Sonsini

\*  
\_\_\_\_\_  
Paul Walker

\*/s/ Sasha O. Keough \_\_\_\_\_  
Sasha O. Keough  
As attorney-in-fact

This Amendment No. 2 to Schedule 13D was executed by Sasha O. Keough on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached as Exhibit 2.

---

**AGREEMENT**

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13D need be filed with respect to the ownership by each of the undersigned of shares of stock of CTI BioPharma Corp.

EXECUTED this 12<sup>th</sup> day of March, 2020.

GROWTH EQUITY OPPORTUNITIES FUND V, LLC

By: NEW ENTERPRISE ASSOCIATES 16, L.P.  
Sole Member

By: NEA PARTNERS 16, L.P.  
General Partner

By: NEA 16 GP, LLC  
General Partner

By: \_\_\_\_\_  
\*  
Scott D. Sandell  
Chief Executive Officer

NEW ENTERPRISE ASSOCIATES 16, L.P.

By: NEA PARTNERS 16, L.P.  
General Partner

By: NEA 16 GP, LLC  
General Partner

By: \_\_\_\_\_  
\*  
Scott D. Sandell  
Chief Executive Officer

NEA PARTNERS 16, L.P.

By: NEA 16 GP, LLC  
General Partner

By: \_\_\_\_\_  
\*  
Scott D. Sandell  
Chief Executive Officer

NEA 16 GP, LLC

By: \_\_\_\_\_  
\*  
Scott D. Sandell  
Chief Executive Officer

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Forest Baskett

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\_\_\_\_\_  
Ali Behbahani

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\_\_\_\_\_  
Carmen Chang

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Anthony A. Florence, Jr.

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\_\_\_\_\_  
Mohamad H. Makhzoumi

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\_\_\_\_\_  
Joshua Makower

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\_\_\_\_\_  
Scott D. Sandell

\*  
\_\_\_\_\_  
Peter W. Sonsini

\*  
\_\_\_\_\_  
Paul Walker

\*/s/ Sasha O. Keough  
Sasha O. Keough  
As attorney-in-fact

This Agreement relating to Schedule 13D was executed by Sasha O. Keough on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached hereto as Exhibit 2.

---

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Louis S. Citron, Timothy Schaller, Sasha Keough and Stephanie Brecher, and each of them, with full power to act without the others, his or her true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his or her capacity as a direct or indirect general partner, director, officer or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he or she might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 13th day of March, 2017.

/s/ M. James Barrett  
M. James Barrett

/s/ Peter J. Barris  
Peter J. Barris

/s/ Forest Baskett  
Forest Baskett

/s/ Ali Behbahani  
Ali Behbahani

/s/ Colin Bryant  
Colin Bryant

/s/ Carmen Chang  
Carmen Chang

/s/ Anthony A. Florence, Jr.  
Anthony A. Florence, Jr.

/s/ Carol G. Gallagher  
Carol G. Gallagher

/s/ Dayna Grayson  
Dayna Grayson

/s/ Patrick J. Kerins  
Patrick J. Kerins

/s/ P. Justin Klein  
P. Justin Klein

---

/s/ Vanessa Larco  
Vanessa Larco

/s/ Joshua Makower  
Joshua Makower

/s/ Mohamad H. Makhzoumi  
Mohamad H. Makhzoumi

/s/ Edward T. Mathers  
Edward T. Mathers

/s/ David M. Mott  
David M. Mott

/s/ Sara M. Nayeem  
Sara M. Nayeem

/s/ Jason R. Nunn  
Jason R. Nunn

/s/ Gregory Papadopoulos  
Gregory Papadopoulos

/s/ Chetan Puttagunta  
Chetan Puttagunta

/s/ Jon Sakoda  
Jon Sakoda

/s/ Scott D. Sandell  
Scott D. Sandell

/s/ A. Brooke Seawell  
A. Brooke Seawell

/s/ Peter W. Sonsini  
Peter W. Sonsini

/s/ Melissa Taunton  
Melissa Taunton

/s/ Frank M. Torti  
Frank M. Torti

/s/ Ravi Viswanathan  
Ravi Viswanathan

/s/ Paul E. Walker  
Paul E. Walker

/s/ Rick Yang  
Rick Yang