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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G

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**

(Title of Class of Securities)

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**12648L601**

(CUSIP Number)

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**December 2, 2021**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*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 the disclosures provided in a prior cover page.

The information required in 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	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) OrbiMed Capital GP VI LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0	
	6	SHARED VOTING POWER 4,024,821 (1)	
	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER 4,024,821 (1)	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,024,821 (1)		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="radio"/>		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.0% (2)		
12	TYPE OF REPORTING PERSON (See Instructions) OO		

(1) Evidenced by (i) 1,044,821 shares of common stock, par value \$0.001 per share (the "Shares"), of CTI BioPharma Corp. (the "Issuer") and (ii) 2,980,000 Shares issuable upon the conversion of the Issuer's Series X preferred stock (the "Preferred Stock").

(2) This percentage is calculated based upon (i) 96,692,424 outstanding Shares as set forth in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 12, 2021 and (ii) 2,980,000 Shares issuable upon the conversion of the Preferred Stock.

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) OrbiMed Advisors LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 4,024,821 (1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 4,024,821 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,024,821 (1)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.0% (2)	
12	TYPE OF REPORTING PERSON (See Instructions) IA	

(1) Evidenced by (i) 1,044,821 shares of common stock, par value \$0.001 per share (the "Shares"), of CTI BioPharma Corp. (the "Issuer") and (ii) 2,980,000 Shares issuable upon the conversion of the Issuer's Series X preferred stock (the "Preferred Stock").

(2) This percentage is calculated based upon (i) 96,692,424 outstanding Shares as set forth in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 12, 2021 and (ii) 2,980,000 Shares issuable upon the conversion of the Preferred Stock.

**Item 1. (a) Name of Issuer:**

CTI BioPharma Corp.

**(b) Address of Issuer's Principal Executive Offices:**

3101 Western Avenue, Suite 800, Seattle, WA 98121

**Item 2. (a) Name of Person Filing:**

This Schedule 13G is being filed by each of the following persons (each a "Reporting Person", and together, the "Reporting Persons"):

- (i) OrbiMed Capital GP VI LLC ("GP VI")
- (ii) OrbiMed Advisors LLC ("Advisors")

See Exhibit A for the Reporting Persons' agreement for a joint filing of a single statement on their behalf.

**(b) Address of Principal Business Office:**

601 Lexington Avenue, 54th Floor  
New York, NY 10022

**(c) Citizenship:**

Please refer to Item 4 on each cover sheet for each filing person.

**(d) Title of Class of Securities:**

Common Stock

**(e) CUSIP No.:**

12648L601

**Item 3.**

GP VI is the general partner of OrbiMed Private Investments VI, LP ("OPI VI"), which holds 1,044,821 shares of the Issuer's common stock and 2,980,000 shares of the Issuer's common stock issuable upon the conversion of the Issuer's Series X preferred stock (together, the "Shares"). Advisors is an investment advisor in accordance with Rule 13d-1(b)(1)(ii)(E) under the Securities Exchange Act of 1934, as amended (the "Act"), and is the Managing Member of GP VI. On the basis of these relationships, GP VI and Advisors may be deemed to share beneficial ownership of the Shares held by OPI VI.

**Item 4. Ownership:**

- (a) Amount beneficially owned: See the response(s) to Item 9 on the attached cover page(s).
  - (b) Percent of class: See the response(s) to Item 11 on the attached cover page(s).
  - (c) Number of shares as to which such person has:
    - (i) Sole power to vote or to direct the vote: See the response(s) to Item 5 on the attached cover page(s).
    - (ii) Shared power to vote or to direct the vote: See the response(s) to Item 6 on the attached cover page(s).
    - (iii) Sole power to dispose or to direct the disposition of: See the response(s) to Item 7 on the attached cover page(s).
    - (iv) Shared power to dispose or to direct the disposition of: See the response(s) to Item 8 on the attached cover page(s).
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**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not Applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not Applicable.

**Item 9. Notice of Dissolution of Group.**

Not Applicable.

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 6, 2021

OrbiMed Capital GP VI LLC

By: OrbiMed Advisors LLC, its Managing Member

By: /s/ Carl L. Gordon

Name: Carl L. Gordon

Title: Member of OrbiMed Advisors LLC

OrbiMed Advisors LLC

By: Carl L. Gordon

Name: Carl L. Gordon

Title: Member

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**EXHIBIT A**  
**JOINT FILING AGREEMENT**

The undersigned hereby agree that this amendment to Schedule 13G, dated December 6, 2021 (the "Schedule 13G"), with respect to the Common Stock of CTI BioPharma Corp. is filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and that this Agreement shall be included as an Exhibit to this Schedule 13G. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13G, and for the completeness and accuracy of the information concerning itself contained therein. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of December 6, 2021.

OrbiMed Capital GP VI LLC

By: OrbiMed Advisors LLC, its Managing Member

By: /s/ Carl L. Gordon

Name: Carl L. Gordon

Title: Member of OrbiMed Advisors LLC

OrbiMed Advisors LLC

By: Carl L. Gordon

Name: Carl L. Gordon

Title: Member

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