

**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 (Amendment No. 1)**

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:
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EXPLANATORY NOTE

This Amendment No. 1 amends and restates in its entirety the Definitive Additional Materials of CTI BioPharma Corp. (the “Company”) that were originally filed with the Securities and Exchange Commission on April 4, 2019. The original Definitive Additional Materials inadvertently omitted the Notice of Internet Availability of Proxy Materials. The purpose of this Amendment No. 1 is to include the Notice of Internet Availability of Proxy Materials in the Definitive Additional Materials.

***** Exercise Your *Right to Vote* *****
**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on May 16, 2019.**

CTI BIOPHARMA CORP.



Meeting Information

Meeting Type: Annual Meeting
For holders as of: March 22, 2019
Date: May 16, 2019 **Time:** 10:00 A.M. Pacific Time
Location: Meeting live via the Internet-please visit
www.virtualshareholdermeeting.com/CTIC2019

The company will be hosting the meeting live via the Internet this year. To attend the meeting via the Internet please visit www.virtualshareholdermeeting.com/CTIC2019 and be sure to have the information that is printed in the box marked by the arrow → **XXXX XXXX XXXX XXXX** (located on the following page).

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

— **Before You Vote** —
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. NOTICE AND PROXY STATEMENT 2. 2018 ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow → [XXXX XXXXX XXXXX XXXXX] (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → [XXXX XXXXX XXXXX XXXXX] (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 2, 2019 to facilitate timely delivery.

— **How To Vote** —
Please Choose One of the Following Voting Methods

Vote By Internet:

Before The Meeting:

Go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow → [XXXX XXXXX XXXXX XXXXX] (located on the following page) available and follow the instructions.

During The Meeting:

Go to www.virtualshareholdermeeting.com/CTIC2019. Have the information that is printed in the box marked by the arrow → [XXXX XXXXX XXXXX XXXXX] (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote
FOR ALL the following:

1. To elect directors to the Company's Board of Directors to serve until the 2020 annual meeting of stockholders.

Nominees:

- | | |
|--------------------------------|-------------------------------------|
| 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. | |

The Board of Directors recommends you vote **FOR** the following proposals:

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;
3. To approve an increase of 2,000,000 shares reserved for issuance pursuant to our Amended and Restated 2017 Equity Incentive Plan;
4. To ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2019;
5. To approve, by non-binding advisory vote, the compensation of our named executive officers;
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.

NOTE: 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.

