

**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 under § 240.14a-12

CTI BioPharma Corp.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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:



Your **Vote** Counts!

CTI BIOPHARMA CORP.

2021 Annual Meeting
Vote by June 1, 2021
11:59 PM ET



D44649-P51073

You invested in CTI BIOPHARMA CORP. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 2, 2021.**

Get informed before you vote

View the Notice, Proxy Statement and 2020 Annual Report online OR you can receive a free paper or email copy of the proxy materials by requesting prior to May 19, 2021. If you would like to request a paper or email copy of the proxy materials or materials for future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. There is no charge to you for requesting a copy. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

June 2, 2021
10:00 A.M. Pacific Time

Virtually at:
www.virtualshareholdermeeting.com/CTIC2021

*The company will be hosting the meeting live via the Internet this year at the website address above. Please check the proxy materials for instructions on how to access the meeting.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials at www.proxyvote.com or easily request a paper copy. We encourage you to access and review all of the important information contained in the proxy materials before voting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. To elect directors to the Company's Board of Directors to serve until the 2022 annual meeting of stockholders. Nominees:	
1a. Adam R. Craig, M.D., Ph.D.	☑ For
1b. Laurent Fischer, M.D.	☑ For
1c. Michael A. Metzger	☑ For
1d. David Parkinson, M.D.	☑ For
1e. Matthew D. Perry	☑ For
1f. Reed V. Tuckson, M.D., F.A.C.P.	☑ For
2. To approve an amendment to our certificate of incorporation to increase the total number of authorized shares of our common stock from 166,500,000 to 266,500,000;	☑ For
3. To approve the amendment and restatement of our 2017 Equity Incentive Plan to increase the shares available for issuance;	☑ For
4. To approve the amendment and restatement of our 2007 Employee Stock Purchase Plan, including to increase the shares available for issuance;	☑ For
5. To ratify the selection of Ernst & Young LLP as our independent registered public accounting firm;	☑ For
6. To approve, by non-binding advisory vote, the compensation of our named executive officers; and	☑ For
7. To approve the adjournment of the annual meeting, if necessary or appropriate, to solicit additional proxies.	☑ For
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.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".