

CTI BIOPHARMA CORP
 Form 4
 February 27, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 NUDELMAN PHILLIP M PHD

2. Issuer Name and Ticker or Trading Symbol
 CTI BIOPHARMA CORP [CTIC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/23/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O CTI BIOPHARMA CORP., 3101 WESTERN AVENUE, SUITE 600

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SEATTLE, WA 98121

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8.
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 4.25	02/23/2017	A		50,000		(1)	02/22/2027	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NUDELMAN PHILLIP M PHD C/O CTI BIOPHARMA CORP. 3101 WESTERN AVENUE, SUITE 600 SEATTLE, WA 98121	X			

Signatures

/s/ Louis A. Bianco, Attorney-in-fact for Phillip M. Nudelman
PhD

02/27/2017

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This stock option was granted on February 23, 2017 and vests on the first to occur of (i) the date that is twelve months after the date of grant, (ii) the first annual meeting of CTIC's shareholders in 2018 at which one or more members of the CTIC Board of Directors are to be elected, or (iii) immediately prior to the occurrence of a Change of Control (as such term is defined in CTIC's 2015 Equity Incentive Plan), subject to the Reporting Persons' continued service through such date or event.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. new roman">Number of Shares Beneficially Owned by Each Reporting Person With:

- 7. Sole Voting Power
4,264,278
- 8. Shared Voting Power
0
- 9. Sole Dispositive Power
4,264,278
- 10. Shared Dispositive Power
- Reporting Owners 2

0

Aggregate Amount Beneficially Owned by Each Reporting Person
4,264,278

11.

Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)

12.

0

Percent of Class Represented by Amount in Row (11)
5,75 %

13.

Type of Reporting Person (See Instructions)
CO

14.

1.Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons (entities only)

SGF Santé Inc.

2.Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3.SEC Use Only

4.Source of Funds (See Instructions)

OO

5.Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e).

6.Citizenship or Place of Organization

Quebec, Canada

7.Sole Voting Power

4,264,278

8.Shared Voting Power

0

9.Sole Dispositive Power

4,264,278

10.Shared Dispositive Power

0

Number of Shares Beneficially
Owned by Each Reporting
Person With:

11.Aggregate Amount Beneficially Owned by Each Reporting Person

4,264,278

12.Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)

13.Percent of Class Represented by Amount in Row (11)

5,75 %

14.Type of Reporting Person (See Instructions)

CO

CUSIP No. 007975204
13D

This amended statement on Schedule 13D amends and supplements the Schedule 13D originally filed on April 19, 2002, as amended and restated on April 19, 2003, March 6, 2006, May 14, 2010 and May 17, 2010 (as previously amended and amended hereby, the "Schedule 13D") by Société Générale de Financement du Québec, and relates to Common Shares, no par value, of Aeterna Zentaris Inc.

Item 5. Interest in Securities of the Issuer

Item 5(a) of the Schedule 13D is hereby amended by deleting the text of such Item and replacing it with the following:

"SGF, through its wholly-owned subsidiary SGF Santé, may, pursuant to Rule 13d-3 of the Exchange Act, be deemed to be the beneficial owner of 4,264,278 Common Shares. This constitutes approximately 5.75% of the outstanding Common Shares based on 74,201,065 Common Shares outstanding as of May 13, 2010."

Item 5(c) of the Schedule 13D is hereby amended by deleting the text of such Item and replacing it with the following:

"On May 13, 2010, SGF sold 1,429,900 Common Shares in unsolicited brokers' transactions through NBF Securities (USA) Corp. at an average price of \$1.9884 a share, resulting in the beneficial ownership decreasing to 9.95% of the outstanding Common Shares. The sale was reported in Amendment No. 3 to Schedule 13D filed on May 14, 2010. On May 14, 2010, SGF sold an additional 1,477,500 Common Shares in unsolicited brokers' transactions through NBF Securities (USA) Corp. at an average price of \$1,8591 a share, resulting in the beneficial ownership decreasing to 7.96% of the outstanding Common Shares. The sale was reported in Amendment No. 4 to Schedule 13D filed on May 17, 2010. On May 17, 2010, SGF sold an additional 908,000 Common Shares in unsolicited brokers' transactions through NBF Securities (USA) Corp. at an average price of \$1.9403 a share, resulting in the beneficial ownership decreasing to 6.73% of the outstanding Common Shares. The sale was reported in Amendment No. 5 to Schedule 13D files on May 18, 2010. From May 18, 2010 to June 15, 2010, SGF sold an additional 731,200 Common Shares in unsolicited broker's transactions through NBF Securities (USA) Corp. at an average price of \$1.6554 a share, resulting in the beneficial ownership decreasing to 5.75%. Except as set forth herein or in Exhibits filed herewith, neither SGF, SGF Santé nor, to the knowledge of SGF and SGF Santé, any other person named in Item 2(a) above has effected any transaction in the Common Shares within the past sixty days."

CUSIP No. 007975204
13D

SIGNATURE

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 June 15, 2010.

SOCIÉTÉ GÉNÉRALE DE FINANCEMENT DU QUÉBEC

By: /s/ Marc Paquet
Name: Marc Paquet
Title: Secretary

SGF SANTÉ INC.

By: /s/ Marc Paquet
Name: Marc Paquet
Title: Secretary

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