

CTI BIOPHARMA CORP  
Form DEFA14A  
December 11, 2017

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

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SCHEDULE 14A  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

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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:
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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:
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ON DECEMBER 12, 2017, CTI BIOPHARMA CORP. (THE “COMPANY”) WILL PUBLISH IN ITALY A DEFINITIVE NOTICE OF CALL (THE “DEFINITIVE NOTICE OF CALL”) OF SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON JANUARY 24, 2018 (THE “SPECIAL MEETING”). THE FOLLOWING IS AN ENGLISH TRANSLATION OF THE DEFINITIVE NOTICE OF CALL.

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CTI BIOPHARMA CORP.

Registered office: 3101 Western Avenue, Suite 800  
Seattle, Washington 98121, United States of America

Definitive notice of call of Special Meeting of Shareholders  
expected to be held on January 24, 2018

To our Shareholders:

The Special Meeting of Shareholders (the “Special Meeting”) of CTI BioPharma Corp., a Washington corporation (the “Corporation”), is expected to be held on January 24, 2018, at 10.00 a.m. (Seattle, Washington time) at the Corporation’s headquarters at 3101 Western Avenue, Suite 800, Seattle, Washington 98121, to consider the following matters:

1. to consider and vote on a proposal to reincorporate the Corporation from the State of Washington to the State of Delaware by merging the Corporation with and into a newly formed, wholly owned subsidiary; and
2. to transact such other business as may properly come before the Special Meeting and all adjournments and postponements thereof.

Our shareholders (the “Shareholders”) are cordially invited to attend the Special Meeting. Shareholders of record at the close of business on 5 December 2017, the record date established by the Board (the “Record Date”), will be entitled to vote at the Special Meeting. The Shareholders will have the right to exercise their voting rights at the Special Meeting even if the date of the Special Meeting is adjourned or postponed to the extent that the Special Meeting is adjourned or postponed not later than 24 May 2018. A complete list of the Shareholders that will be receiving the call notice of the Special Meeting and have the right to exercise their voting rights will be available for review by the Shareholders for any reason concerning the Special Meeting at the office of the Secretary of the Corporation at 3101 Western Avenue, Suite 800, Seattle, Washington 98121, beginning ten days prior to the Special Meeting.

The Shareholders whose shares are held in Italy through Monte Titoli S.p.A. (the “Italian Shareholders”) may obtain from the intermediaries through which they hold their shares (the “Depositary Banks”) the certification for attendance at the Special Meeting (the “Certification”), which is to be presented to the Corporation to attend the Special Meeting and to vote in person. Alternatively, the Italian Shareholders (subject to obtaining the Certification) may vote by mail by submitting the proxy card, which will be included in the Corporation’s proxy statement and will be available on the website of the United States Securities and Exchange Commission (the “SEC”) at [www.sec.gov](http://www.sec.gov) and the Corporation’s website at [www.ctibiopharma.com](http://www.ctibiopharma.com). Shareholders must duly fill in and execute the proxy card and deliver it to the Corporation’s headquarters, together with the Certification. The name indicated on the proxy card must exactly match with the name printed on the Certification.

The definitive proxy statement is available on the SEC’s website at [www.sec.gov](http://www.sec.gov) and on the Corporation’s website at [www.ctibiopharma.com](http://www.ctibiopharma.com), and in paper form at the Depositary Banks and at the office of the Italian branch of the Corporation’s Italian legal counsel, Legance Studio Legale Associato (contact person: Mr. Giorgio Vanzanelli), at Via Dante 7, 20123 Milan, Italy. The Shareholders are cordially invited to examine the proxy statement and, in particular,

the section regarding the matters to be resolved upon at the Special Meeting, which is described in greater detail in the proxy statement.

Any Shareholder that is a resident of Italy may also vote via Internet or by telephone if his or her shares are held directly by a U.S. broker-dealer's account in the Shareholder's name before or on the Record Date. Once the shares are held by a U.S. broker-dealer, the Shareholder may receive the Special Meeting documentation at his or her address, together with a security code to

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be used for voting (i) on the website: [www.proxyvote.com](http://www.proxyvote.com) or (ii) by calling the telephone number provided on the proxy card included in the proxy statement.

Shareholders are kindly invited to contact their Depository Banks so that they can receive the Special Meeting documentation, including the proxy card, and related instructions on voting.

On behalf of the Board of Directors

Laurent Fischer, MD  
Chairman of the Board

12 December 2017

The Corporation has filed a proxy statement and other documents regarding the Special Meeting described in this Notice of Call of Special Meeting of Shareholders with the SEC. The Corporation's shareholders are urged to read the proxy statement and other relevant materials, because they contain and will contain important information about the Corporation, the Special Meeting and related matters. Shareholders may obtain a free copy of the Corporation's definitive proxy statement and other documents filed by the Corporation with the SEC, at the SEC's website ([www.sec.gov](http://www.sec.gov)), on the Corporation's website ([www.ctibiopharma.com](http://www.ctibiopharma.com)), in paper form at the Depository Banks and at the office of the Italian branch of the Corporation's Italian legal counsel, Legance Studio Legale Associato (contact person: Mr. Giorgio Vanzanelli), at Via Dante 7, 20123 Milan, Italy.