

CTI BIOPHARMA CORP
Form DEFA14A
January 21, 2015

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.

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- (1) Title of each class of securities to which transaction applies:

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- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No:

- (3) Filing Party:

(4) Date Filed:

ON JANUARY 21, 2015, CTI BIOPHARMA CORP. (THE COMPANY) PUBLISHED IN ITALY A DEFINITIVE NOTICE OF CALL (THE DEFINITIVE NOTICE OF CALL) OF THE COMPANY S SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON FEBRUARY 27, 2015. THE FOLLOWING IS AN ENGLISH TRANSLATION OF THE DEFINITIVE NOTICE OF CALL.

ENGLISH TRANSLATION OF DEFINITIVE NOTICE OF CALL

CTI BioPharma Corp.

Registered office: 3101 Western Avenue, Suite 600

Seattle, Washington 98121, United States of America

Notice of call of Special Meeting of Shareholders

expected to be held on February 27, 2015

To our Shareholders:

The Special Meeting of Shareholders (the **Special Meeting**) of CTI BioPharma Corp., a Washington corporation (the **Company**), is expected to be held on February 27, 2015, at 10:00 a.m. (Seattle, Washington time) at the Company s headquarters at 3101 Western Avenue, Suite 600, Seattle, Washington 98121, to resolve upon the following matters:

- (1) to approve an amendment to the Company s amended and restated articles of incorporation to increase the total number of authorized shares from 215,333,333 to 315,333,333 and to increase the total number of authorized shares of common stock from 215,000,000 to 315,000,000 (**Proposal 1**);
- (2) to approve the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the Special Meeting to adopt Proposal 1; and
- (3) 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 **January 8, 2015**, 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. 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 Corporate Secretary of the Company at 3101 Western Avenue, Suite 600, 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 Company to attend the Special Meeting and to vote in person. Alternatively, the Italian Shareholders may vote by mail by submitting the proxy card, which is included in the Company s proxy statement and available on the website of the United States Securities and Exchange

Commission (the **SEC**) at www.sec.gov and the Company's website at

www.ctibiopharma.com. Shareholders must duly fill in and execute the proxy card and deliver it to the Company'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 of the Company is available on the SEC's website at www.sec.gov and on the Company's website at www.ctibiopharma.com, and in paper form at the Depository Banks and at the office of the Italian branch of the Company's subsidiary, CTI Life Sciences Limited (Attention: Ms. Laura Villa), at Via Amedei 8, 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 are described in greater detail in the proxy statement.

To obtain the quorum required at the Special Meeting and to validly resolve upon any or all of the proposals to be presented to shareholders at the Special Meeting and to facilitate voting regarding such matters, the Company has requested certain Italian banks – unless otherwise instructed by the relevant Shareholders – to make book-entry transfers of the Company's shares, in all or in part, held in the name of and in the customers' account by such banks, to an account opened in the name of the same banks at a U.S. broker-dealer on the Record Date. Under the securities laws of the United States and the rules of the New York Stock Exchange (the "NYSE"), this transfer permits the Company to count these shares for the purpose of obtaining a quorum and permits such broker-dealers to vote these shares at the Special Meeting for certain routine matters in the event that Italian Shareholders do not instruct their broker to vote the shares pursuant to the modalities provided in the proxy statement. **Even if the Italian banks have agreed to perform the transfer describe above, the Italian Shareholders will have the right to provide instructions to the U.S. broker-dealer to abstain from taking any action with reference to the shares, including the exercise of the voting right. As a result, should any Shareholder not exercise its voting right or give separate voting instructions on or before the date of the Special Meeting, the transferred shares will be voted by the United States broker-dealers pursuant to the discretionary authority granted them under Rule 452 of the NYSE.**

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

The Shareholders are kindly invited to contact their Depository Banks so that the Shareholders can receive the Special Meeting documentation, including the proxy card, and the instruction concerning the voting modalities.

On behalf of the Board of Directors

Louis A. Bianco

Executive Vice President, Finance & Administration

January 21, 2015

The Company 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 Company's shareholders are urged to read the proxy statement and other relevant materials, because they contain important information about the Company, the Special Meeting and related matters. Shareholders may obtain a free copy of the Company's definitive proxy statement, and other documents filed by the Company with the SEC at the SEC's website (www.sec.gov), on the Company's website (www.ctibiopharma.com), in paper form at the Depository Banks and at the office of the Italian branch of the Company's subsidiary, CTI Life Sciences Limited (Attention:

Ms. Laura Villa), at Via Amedei 8, 20123 Milan, Italy.