

Edgar Filing: CTI BIOPHARMA CORP - Form 8-K

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

The information provided pursuant to this Item 2.02 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any filing or other document filed by the Company pursuant to the Exchange Act or the Securities Act of 1933, as amended (the “Securities Act”), except as shall be expressly set forth by specific reference in such filing or document. The information provided pursuant to this Item 2.02 shall instead be deemed “furnished.”

Pursuant to a request from CONSOB, the Italian securities regulatory authority, CTI BioPharma Corp. (the “Company”) issued a press release in Italy on October 29, 2015 providing certain requested financial information for the month ended September 30, 2015 and other information (the “Monthly Italian Press Release”). An English translation of the Monthly Italian Press Release is attached as Exhibit 99.1 and incorporated by reference herein. The financial information contained in the Monthly Italian Press Release was prepared at the instruction of CONSOB pursuant to Section 114, paragraph 5, of the Italian Legislative Decree no. 58/98. In communications with CONSOB about its request that certain estimated and unaudited financial information be disclosed by the Company, the Company advised CONSOB that the information is not otherwise required to be disclosed in the United States by public companies under the U.S. securities laws. The Company further advised CONSOB that any such financial information has not been reviewed or audited by the Company’s independent auditors as such reviews only occur on a quarterly basis in connection with the requirements of quarterly reports on Form 10-Q filed with the U.S. Securities and Exchange Commission (the “SEC”), which reports are prepared for the first three quarters of the year, and in connection with the annual audit of the Company’s year-end financial statements, which is included in the Company’s annual reports on Form 10-K filed with the SEC. The Company further advised CONSOB that any such financial information could not be prepared in accordance with U.S. Generally Accepted Accounting Principles (“U.S. GAAP”), as promulgated by the Financial Accounting Standards Board.

In addition, the financial information contained in the Monthly Italian Press Release does not conform to U.S. GAAP because the Company has not concluded its consideration of authoritative literature and guidelines. Accordingly, the data presented in the information should not be relied on for investment purposes. Moreover, the information may deviate from values as reported in accordance with U.S. GAAP in the Company’s reviewed quarterly financial statements and audited year-end financial statements.

Further, the information contained in the Monthly Italian Press Release may not be consistent with quarterly or annual financial information presented in accordance with U.S. GAAP. This information is being provided solely at the instruction of CONSOB, is not used by management to evaluate the Company’s operating performance and is not presented as or intended to be an alternative to U.S. GAAP financial information. The Company is unable to reconcile this information to the most directly comparable U.S. GAAP financial measures, because no such comparable U.S. GAAP financial measures exist or are available at the time as the Company’s year-end review and audit process has not yet been completed.

Investors are urged to refer to the Company’s financial statements prepared in accordance with U.S. GAAP and the risk factors listed or described from time to time in the Company’s filings with the SEC including, without limitation, the Company’s filings on Forms 10-K, 10-Q, and 8-K.

Item 7.01. Regulation FD Disclosure.

The information provided pursuant to this Item 7.01 shall not be deemed “filed” for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any filing or other document filed by the Company pursuant to the Exchange Act or the Securities Act except as shall be expressly set forth by specific reference in such filing or document. The information provided pursuant to this

Item 7.01 shall instead be deemed “furnished.”

On October 29, 2015, the Company issued the Monthly Italian Press Release containing the information requested by CONSOB discussed above. An English translation of the Monthly Italian Press Release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description	Location
99.1	English Translation of Press Release of CTI BioPharma Corp., dated October 29, 2015.	Furnished herewith.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CTI BIOPHARMA CORP.

Date: October 29, 2015 By: /s/ Louis A. Bianco
Louis A. Bianco
Executive Vice President, Finance and
Administration

EXHIBIT INDEX

Exhibit No.	Description	Location
99.1	English Translation of Press Release of CTI BioPharma Corp., dated October 29, 2015.	Furnished herewith.

div style="DISPLAY: block; MARGIN-LEFT: 9pt; TEXT-INDENT: 0pt; MARGIN-RIGHT: 0pt" align="left">6.

SHARED VOTING POWER

-0-

Each Reporting
Person With

7.

SOLE DISPOSITIVE POWER

2,342,370

8.

SHARED DISPOSITIVE POWER

-0-

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,342,370 shares as of August 27, 2008

10.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.87% (based on 34,097,500 shares of Common Stock issued and outstanding as of August 27, 2008)

12.

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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Item 1(a). Name of Issuer:

Stoneleigh Partners Acquisition Corp. (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

20 Marshall Street, Suite 104
South Norwalk, CT 06854

Item 2(a). Name of Person Filing:

Wayne E. Engle, as Trustee of the Gary D. Engle 2008 GRAT
Gary D. Engle 2008 GRAT

Item 2(b). Address of Principal Business Office or, If None, Residence:

Wayne Engle, as Trustee of the Gary D. Engle 2008 GRAT
Gary D. Engle 2008 GRAT
398 Highland Avenue
Winchester, MA 01890

Item 2(c). Citizenship:

Wayne E. Engle – United States
Gary D. Engle 2008 GRAT - Massachusetts

Item 2(d). Title of Class of Securities:

Common Stock, par value \$.001 per share.

Item 2(e). CUSIP Number:

861923100

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act;
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) Investment company registered under Section 8 of the Investment Company Act;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company

under Section 3(c)(14) of

the Investment Company Act;

- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J);

Item 4. Ownership:

Wayne E. Engle, as Trustee of the Gary D. Engle 2008 GRAT

(a) Amount Beneficially Owned:

2,342,370

(b) Percentage of Class:

6.87%

(c) Number of Shares as to Which the Person Has:

(i) sole power to vote or direct the vote:

2,342,370

(ii) shared power to vote or direct the vote:

-0-

(iii) sole power to dispose or direct the disposition of:

2,342,370

(iv) shared power to dispose or direct the disposition of:

-0-

Gary D. Engle 2008 GRAT

(a) Amount Beneficially Owned:

2,342,370

(b) Percentage of Class:

6.87%

(c) Number of Shares as to Which the Person Has:

(i) sole power to vote or direct the vote:

2,342,370

(ii) shared power to vote or direct the vote:

-0-

5

(iii) sole power to dispose or direct the disposition of:

2,342,370

(iv) shared power to dispose or direct the disposition of:

-0-

Item 5. Ownership of Five Percent or Less of a Class:

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not Applicable.

Item 8. Identification and Classification of Members of the Group:

Not Applicable.

Item 9. Notice of Dissolution of Group:

Not Applicable.

Item 10. Certification:

By signing below, the Reporting Persons certify that, to the best of their knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: September 2, 2008

GARY D. ENGLE 2008 GRAT by
WAYNE E. ENGLE, TRUSTEE

B y : / s / W a y n e E .
Engle
 WAYNE E. ENGLE, TRUSTEE

 / s / W a y n e E .
Engle
 WAYNE E. ENGLE, TRUSTEE

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