

SPECTRUM PHARMACEUTICALS INC
Form 8-K
September 09, 2011

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 2, 2011

SPECTRUM PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

| | | |
|----------------------------------------------------------------------|----------------------------------------------|--------------------------------------------------------|
| Delaware (State or other Jurisdiction of Incorporation) | 001-35006 (Commission File Number) | 93-0979187 (IRS Employer Identification No.) |
|----------------------------------------------------------------------|----------------------------------------------|--------------------------------------------------------|

| | |
|---------------------------------------------------------------------------------------------------|----------------------------|
| 11500 S. Eastern Ave., Ste. 240, Henderson, NV (Address of Principal Executive Offices) | 89052 (Zip Code) |
|---------------------------------------------------------------------------------------------------|----------------------------|

Registrant's telephone number, including area code: **(702) 835-6300**

Not Applicable

(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:

- 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) Adoption of Spectrum Pharmaceuticals, Inc. Deferred Compensation Plan

On September 2, 2011, the board of directors of Spectrum Pharmaceuticals, Inc., a Delaware corporation (the “Company”), approved the Spectrum Pharmaceuticals, Inc. Deferred Compensation Plan (the “Plan”). The Plan is intended to comply with the requirements of Section 409A of the Internal Revenue Code of 1986, as amended. The Plan will be administered by the Compensation Committee of the board of directors of the Company, or a designee or designees of the Compensation Committee. The Plan is intended to be an unfunded plan which is maintained primarily to provide deferred compensation benefits for a select group of the Company’s employees including management, as selected by the Plan administrator (the “Participants”). Under the Plan, the Company will provide the Participants with the opportunity to make annual elections to defer up to a specified amount or percentage of their eligible cash compensation, as established by the Plan administrator, and the Company has the option to make discretionary contributions.

The Company filed a Form S-8 registering the obligations under the Plan with the Securities and Exchange Commission on September 6, 2011 (Reg. No. 333-176681). The foregoing description of the Plan does not purport to be complete and is qualified in its entirety by reference to the full text of the Plan, a copy of which is filed as Exhibit 99.1 to this Report and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|--------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 99.1 | Deferred Compensation Plan dated September 2, 2011. (Filed as Exhibit 4.1 to Form S-8, as filed with the Securities and Exchange Commission on September 6, 2011, and incorporated herein by reference.) |

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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.

Date: September 9, 2011

SPECTRUM PHARMACEUTICALS, INC.

By: /s/ Brett L. Scott

Brett L. Scott

Senior Vice President and Acting Chief Financial Officer

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EXHIBIT INDEX

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