

TITAN PHARMACEUTICALS INC

Form 8-K

January 04, 2012

# 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 1934

Date of Report (Date of earliest event reported): December 30, 2011

## Titan Pharmaceuticals, Inc.

(Exact name of registrant as specified in charter)

Delaware

(State or other jurisdiction of incorporation)

Delaware  
(State or Other Jurisdiction of Incorporation)

0-27436  
(Commission)

94-3171940  
(IRS Employer)

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File Number)

Identification No.)

400 Oyster Point Blvd., Suite 505,

South San Francisco, CA  
(Address of Principal Executive Offices)

Registrant's telephone number, including area code:650-244-4990

94080  
(Zip Code)

(Former Name or Former Address, is Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of 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(b) under the Exchange Act (17 CFR 240.14a-12(b))
- .. 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 1.01. Entry into a Material Definitive Agreement.**

The information set forth under Item 5.02 of this Current Report on Form 8-K relating to the entry into amendments to the employment agreements of Marc Rubin and Sunil Bhonsle is hereby incorporated in this Item 1.01 by reference.

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

On December 30, 2011, Titan Pharmaceuticals, Inc., a Delaware corporation (the Company), entered into one-year extensions (the Extension Amendments) to the Employment Agreements dated May 16, 2009, as amended, by and between the Company and each of Marc Rubin, the Company's Executive Chairman, and Sunil Bhonsle, the Company's President (the Employment Agreements). Pursuant to the Extension Amendments, on January 3, 2012, Dr. Rubin and Mr. Bhonsle were granted options to purchase 250,000 and 300,00 shares of the Company's common stock, respectively, at an exercise price equal to the fair market value of the common stock on the date of grant, in accordance with the provisions of the Company's 2002 Incentive Plan. All of the other terms and conditions of the Employment Agreements remain the same.

Copies of the Extension Amendments with Dr. Rubin and Mr. Bhonsle are attached hereto as Exhibits 10.1 and 10.2, respectively, and the description thereof contained in this Current Report on the Form 8-K is qualified in its entirety by reference to such exhibits.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

- 10.1 Amendment to Employment Agreement dated December 30, 2011 between the registrant and Marc Rubin
- 10.2 Amendment to Employment Agreement dated December 30, 2011 between the registrant and Sunil Bhonsle

**SIGNATURES**

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

TITAN PHARMACEUTICALS, INC.

By: /s/ Sunil Bhonsle  
Name: Sunil Bhonsle  
Title: President

Dated: January 4, 2012

Exhibit Index

Exhibit No.	Description
10.1	Amendment to Employment Agreement dated December 30, 2011 between the registrant and Marc Rubin
10.2	Amendment to Employment Agreement dated December 30, 2011 between the registrant and Sunil Bhonsle