

CELL THERAPEUTICS INC  
Form S-8  
September 20, 2012

As filed with the Securities and Exchange Commission on September 20, 2012

Registration No.

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**CELL THERAPEUTICS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

Washington  
(State or Other Jurisdiction of  
Incorporation or Organization)

91-1533912  
(I.R.S. Employer  
Identification No.)

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**3101 Western Avenue, Suite 600**

**Seattle, Washington 98121**

**(Address, Including Zip Code, of Principal Executive Offices)**

**Cell Therapeutics, Inc. 2007 Equity Incentive Plan**

**(Full Title of the Plan)**

**James A. Bianco, M.D.**

**President and Chief Executive Officer**

**Cell Therapeutics, Inc.**

**3101 Western Avenue, Suite 600**

**Seattle, Washington 98121**

**(206) 282-7100**

**(Name, Address and Telephone Number, Including Area Code, of Agent for Service)**

***COPY TO:***

**C. Brophy Christensen, Esq.**

**O Melveny & Myers LLP**

**Two Embarcadero Center, 28th Floor**

**San Francisco, California 94111**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer   "  
Non-accelerated filer   "

Accelerated filer           x  
Smaller reporting company   "

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CALCULATION OF REGISTRATION FEE

Title of Securities	Amount To Be Registered	Proposed	Proposed	Amount Of Registration Fee
		Maximum Offering Price Per Share	Maximum Aggregate Offering Price	
Common Stock, no par value per share, issuable under the 2007 Equity Incentive Plan	3,000,000 <sup>(1)(2)</sup> shares	\$2.90 <sup>(3)</sup>	\$8,700,000 <sup>(3)</sup>	\$997.02 <sup>(3)</sup>

- (1) This Registration Statement covers, in addition to the number of shares of Cell Therapeutics, Inc., a Washington corporation (the Company or the Registrant), common stock, no par value per share (the Common Stock), stated above, options and other rights to purchase or acquire the shares of Common Stock covered by this Registration Statement and, pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act), an additional indeterminate number of shares, options and rights that may be offered or issued pursuant to the Cell Therapeutics, Inc. 2007 Equity Incentive Plan, as amended and restated (the Plan), as a result of one or more adjustments under the Plan to prevent dilution resulting from one or more stock splits, stock dividends or similar transactions.
- (2) Each share of Common Stock is accompanied by a preferred stock purchase right pursuant to the Shareholder Rights Agreement, dated as of December 28, 2009, between the Company and Computershare Trust Company, N.A., as Rights Agent (the Rights Agent), and as amended by that First Amendment to Shareholder Rights Agreement, dated as of August 31, 2012, between the Company and the Rights Agent.
- (3) Pursuant to Securities Act Rule 457(h), the maximum offering price, per share and in the aggregate, and the registration fee were calculated based upon the average of the high and low prices of the Common Stock on September 14, 2012, as quoted on The Nasdaq Capital Market.

The Exhibit Index for this Registration Statement is at page 7.

**EXPLANATORY NOTE**

This Registration Statement is filed by the Company to register additional securities issuable pursuant to the Plan and consists of only those items required by General Instruction E to Form S-8.

**PART I**

**INFORMATION REQUIRED IN THE**

**SECTION 10(a) PROSPECTUS**

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Securities Act Rule 428(b)(1).

**PART II**

INFORMATION REQUIRED IN THE  
REGISTRATION STATEMENT

**Item 3. Incorporation of Certain Documents by Reference**

The following documents of the Company filed with the Securities and Exchange Commission (the Commission) are incorporated herein by reference:

- (a) The Company's Registration Statements on Form S-8, filed with the Commission on June 27, 2003, February 13, 2004, August 6, 2004, October 11, 2007, July 7, 2008, March 27, 2009, November 6, 2009, October 20, 2010 and November 23, 2011 (Commission File Nos. 333-106571, 333-112791, 333-118016, 333-146624, 333-152168, 333-158260, 333-162955, 333-170044 and 333-178158, respectively);
- (b) The Company's Annual Report on Form 10-K for its fiscal year ended December 31, 2011, filed with the Commission on March 8, 2012 (Commission File No. 001-12465);
- (c) The Company's Quarterly Reports on Form 10-Q for its fiscal quarters ended March 31, 2012 and June 30, 2012, filed with the Commission on April 20, 2012 and August 2, 2012, respectively (each, Commission File No. 001-12465);
- (d) The Company's Current Reports on Form 8-K, filed with the Commission on January 3, 2012 (with respect to Item 8.01 only), January 12, 2012, January 30, 2012 (with respect to Item 8.01 only), February 2, 2012, February 15, 2012 (with respect to Item 1.01 only), February 17, 2012 (with respect to Item 8.01 only), April 24, 2012 (with respect to Items 1.01 and 3.02 only), May 14, 2012 (with respect to Item 8.01 only), May 31, 2012 (with respect to Items 1.01, 3.03 and 5.03 only), June 5, 2012 (with respect to Items 1.01, 2.01, 3.02 and 5.02 only), June 20, 2012, June 22, 2012, June 29, 2012 (with respect to Item 3.01 only), July 13, 2012, July 27, 2012, August 1, 2012 (with respect to Items 1.01, 3.03 and 5.03 only), August 8, 2012 (with respect to Item 8.01 only), August 31, 2012 (with respect to Items 3.03 and 5.03 only), September 4, 2012 (with respect to Items 1.01, 3.03, 5.02, 5.03 and 5.07 only) and September 7, 2012 (each, Commission File No. 001-12465);
- (e) The description of the Company's Common Stock contained in its Registration Statement on Form 10 filed with the Commission on June 27, 1996, as amended (Commission File No. 001-12465), and any other amendment or report filed for the purpose of updating such description; and
- (f) The description of the Company's Preferred Stock Purchase Rights contained in its Registration Statement on Form 8-A filed with the Commission on December 28, 2009 (Commission File No. 001-12465), Amendment No 1. to Form 8-A filed with the Commission on May 17, 2011 (Commission File No. 001-12465) and Registration Statement on Form 8-A filed with the Commission on September 6, 2012 (Commission File No. 000-28386) and any other amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act ), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

**Item 5. Interests of Named Experts and Counsel**

Not applicable.

**Item 8. Exhibits**

See the attached Exhibit Index at page 7, which is incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Seattle, State of Washington, on September 20, 2012.

**CELL THERAPEUTICS, INC.**

By: /s/ James A. Bianco, M.D.  
 James A. Bianco, M.D.  
 President and Chief Executive Officer

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints James A. Bianco, M.D. and Louis A. Bianco, and each of them, acting individually and without the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ James A. Bianco, M.D.	President, Chief Executive	September 20, 2012
James A. Bianco, M.D.	Officer and Director (Principal Executive Officer)	
/s/ Louis A. Bianco	Executive Vice President,	September 20, 2012
Louis A. Bianco	Finance and Administration (Principal Financial and Accounting Officer)	
/s/ Phillip M. Nudelman, Ph.D.	Chairman of the Board	September 20, 2012
Phillip M. Nudelman, Ph.D.		



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Signature	Title	Date
/s/ John H. Bauer John H. Bauer	Director	September 20, 2012
/s/ Vartan Gregorian, Ph.D. Vartan Gregorian, Ph.D.	Director	September 20, 2012
/s/ Richard L. Love Richard L. Love	Director	September 20, 2012
/s/ Mary O. Mundinger, DrPH Mary O. Mundinger, DrPH	Director	September 20, 2012
/s/ Jack W. Singer, M.D. Jack W. Singer, M.D.	Director	September 20, 2012
/s/ Frederick W. Telling, Ph.D. Frederick W. Telling, Ph.D.	Director	September 20, 2012
/s/ Reed V. Tuckson, M.D. Reed V. Tuckson, M.D.	Director	September 20, 2012

**EXHIBIT INDEX**

Exhibit

Number	Description of Exhibit
4.	Cell Therapeutics, Inc. 2007 Equity Incentive Plan, as amended and restated. (Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission pursuant to Section 14(a) of the Exchange Act on September 4, 2012 (Commission File No. 001-12465) and incorporated herein by this reference.)
5.	Opinion of O Melveny & Myers LLP (opinion re legality).
23.1	Consent of Stonefield Josephson, Inc. (consent of independent registered public accounting firm).
23.2	Consent of Marcum LLP. (consent of independent registered public accounting firm).
23.3	Consent of Counsel (included in Exhibit 5).
24.	Power of Attorney (included in this Registration Statement under Signatures ).