

ALLOS THERAPEUTICS INC
Form 4
September 06, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SPECTRUM
PHARMACEUTICALS INC

2. Issuer Name and Ticker or Trading Symbol
ALLOS THERAPEUTICS INC
[ALTH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

11500 SOUTH EASTERN
AVENUE, SUITE 240,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/05/2012

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

HENDERSON, NV 89052

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 09/05/2012 | | P | (A) or (D) A | Amount 130,854,840 (1) Price \$ 1.82 | 1,000 (2) | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SPECTRUM PHARMACEUTICALS INC 11500 SOUTH EASTERN AVENUE, SUITE 240 HENDERSON, NV 89052 | | X | | |
| SAPPHIRE ACQUISITION SUB, INC. C/O SPECTRUM PHARMACEUTICALS, INC. 11500 SOUTH EASTERN AVENUE, SUITE 240 HENDERSON, NV 89052 | | X | | |

Signatures

Spectrum Pharmaceuticals, Inc., by /s/ Brett L. Scott
 09/06/2012
 **Signature of Reporting Person Date

Sapphire Acquisition Sub, Inc., by /s/ Brett L. Scott
 09/06/2012
 **Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Reflects all outstanding shares of Allos Therapeutics, Inc. ("Allos") not acquired in the tender offer described in the Tender Offer Statement on Schedule TO, as amended and supplemented, initially filed with the Securities and Exchange Commission on April 16, 2012 (the "Tender Offer") by Spectrum Pharmaceuticals, Inc. ("Spectrum") and Sapphire Acquisition Sub, Inc. ("Merger Sub"). On September 5, 2012, following completion of the Tender Offer, Allos merged with Merger Sub, with Allos surviving the merger as a wholly owned subsidiary of Spectrum pursuant to a "short-form merger" under Delaware law (the "Merger"). Outstanding shares of Allos not tendered in the Tender Offer are deemed acquired by Spectrum and Merger Sub upon consummation of the Merger.

(2) Prior to the Merger, Spectrum held 1,000 shares of the common stock of Merger Sub, which represented all of the issued and outstanding capital stock of Merger Sub. At the effective time of the Merger, each share of Merger Sub was converted into a share of Allos stock. At the effective time of the Merger, all shares of Allos issued and outstanding immediately prior to the effective time were cancelled as a result of the Merger, in effect cancelling all shares of Allos held by Merger Sub.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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