

CELL THERAPEUTICS INC  
Form S-8  
November 23, 2011

As filed with the Securities and Exchange Commission on November 23, 2011

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)

501 Elliott Avenue West, Suite 400

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

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Seattle, Washington 98119

(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.**

**Chief Executive Officer**

**Cell Therapeutics, Inc.**

**501 Elliott Avenue West, Suite 400**

**Seattle, Washington 98119**

**(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 ..	Accelerated filer	x
Non-accelerated filer ..	Smaller reporting company	..

### CALCULATION OF REGISTRATION FEE

	<b>Amount</b>	<b>Proposed Maximum</b>	<b>Proposed Maximum</b>	
<b>Title of</b>	<b>To Be</b>	<b>Offering Price</b>	<b>Aggregate</b>	<b>Amount Of</b>
<b>Securities To Be Registered</b>	<b>Registered</b>	<b>Per Share</b>	<b>Offering Price</b>	<b>Registration Fee</b>
Common Stock, no par value per share, issuable under the 2007 Equity Incentive Plan	14,000,000 <sup>(1)(2)</sup> shares	\$1.09 <sup>(3)</sup>	\$15,260,000 <sup>(3)</sup>	\$1,749 <sup>(3)</sup>

- <sup>(1)</sup> 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 (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.
- <sup>(2)</sup> Each share of Common Stock is accompanied by a preferred stock purchase right pursuant to the Shareholder Rights Agreement, dated December 28, 2009, between the Company and Computershare Trust Company, N.A., as Rights Agent.
- <sup>(3)</sup> 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 November 21, 2011, 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, August 6, 2004, October 11, 2007, July 7, 2008, March 27, 2009, November 6, 2009 and October 20, 2010 (Commission File Nos. 333-106571, 333-118016, 333-146624, 333-152168, 333-158260, 333-162955 and 333-170044, respectively);
- (b) The Company's Annual Report on Form 10-K for its fiscal year ended December 31, 2010, filed with the Commission on February 16, 2011 (Commission File No. 001-12465);
- (c) The Company's Quarterly Reports on Form 10-Q for its fiscal quarters ended March 31, 2011, June 30, 2011 and September 30, 2011 filed with the Commission on April 26, 2011, July 28, 2011 and October 25, 2011, respectively (each, Commission File No. 001-12465);
- (d) The Company's Current Reports on Form 8-K, filed with the Commission on January 18, 2011 (with respect to Items 1.01, 3.03, 5.03 and 8.01 only and as amended by the Form 8-K/A filed with the Commission on January 28, 2011), February 24, 2011 (with respect to Items 1.01, 3.03, 5.03 and 8.01 only and as amended by the Form 8-K/A filed with the Commission on March 7, 2011), March 14, 2011 (with respect to Item 1.01 only), March 15, 2011, March 22, 2011, May 2, 2011 (with respect to Items 1.01, 3.03 and 5.03 only), May 3, 2011 (with respect to Item 8.01 only), May 3, 2011, May 6, 2011 (with respect to Item 3.01 only), May 18, 2011 (with respect to Items 3.03 and 5.03 only), June 17, 2011 (with respect to Items 5.03 and 5.07 only), July 6, 2011 (with respect to Items 1.01, 3.03 and 5.03 only), August 31, 2011, September 26, 2011, and November 15, 2011 (with respect to Items 5.02, 5.03 and 5.07 only) (each, Commission File No. 001-12465);
- (e) The description of the Company's Common Stock contained in its Registration Statement on Form 8-A filed with the Commission on November 15, 1996 (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. 000-12465), 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 November 23, 2011.

**CELL THERAPEUTICS, INC.**

By: /s/ James A. Bianco, M.D.  
James A. Bianco, M.D.  
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.	Chief Executive Officer and	November 23, 2011
James A. Bianco, M.D.	Director  (Principal Executive Officer)	
/s/ Louis A. Bianco	Executive Vice President,	November 23, 2011
Louis A. Bianco	Finance and Administration  (Principal Financial and  Accounting Officer)	
/s/ Phillip M. Nudelman, Ph.D.	Chairman of the Board	November 23, 2011
Phillip M. Nudelman, Ph.D.		

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Signature	Title	Date
/s/ John H. Bauer John H. Bauer	Director	November 23, 2011
/s/ Vartan Gregorian, Ph.D. Vartan Gregorian, Ph.D.	Director	November 23, 2011
/s/ Richard L. Love Richard L. Love	Director	November 23, 2011
/s/ Mary O. Mundinger, DrPH Mary O. Mundinger, DrPH	Director	November 23, 2011
/s/ Jack W. Singer, M.D. Jack W. Singer, M.D.	Director	November 23, 2011
/s/ Frederick W. Telling, Ph.D. Frederick W. Telling, Ph.D.	Director	November 23, 2011
/s/ Reed V. Tuckson, M.D. Reed V. Tuckson, M.D.	Director	November 23, 2011



**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 November 15, 2011 (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 ).