

TITAN PHARMACEUTICALS INC
 Form 3
 December 04, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Braeburn Pharmaceuticals | | | (Month/Day/Year) | TITAN PHARMACEUTICALS INC [TTNP] | |
| BVBA SPRL | | | 11/25/2013 | | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| BRUGMANNLAAN 147 | | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | ___ Director ___X___ 10% Owner | | ___ Form filed by One Reporting Person |
| VORST,Â C9Â 1190 | | | ___ Officer ___ Other | | ___X___ Form filed by More than One Reporting Person |
| (City) (State) (Zip) | | | (give title below) (specify below) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 9,650,000 | D ⁽¹⁾ | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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| | | | |
|---------------------|--------------------|----------------------------------|----------------------------------|
| Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|--------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Braeburn Pharmaceuticals BVBA SPRL BRUGMANNLAAN 147 VORST, C9 1190 | ^ | ^ X | ^ | ^ |
| Apple Tree Consolidated BVBA SPRL BRUGMANNLAAN 147 VORST, C9 1190 | ^ | ^ X | ^ | ^ |
| Apple Tree Investments S.a.r.l 1 BOULEVARD DE LA FOIRE N4 L-1528 | ^ | ^ X | ^ | ^ |
| Apple Tree Partners IV, L.P. 47 HULFISH STREET, SUITE 441 PRINCETON, NJ 08542 | ^ | ^ X | ^ | ^ |
| ATP III GP, Ltd. 47 HULFISH STREET, SUITE 441 PRINCETON, NJ 08542 | ^ | ^ X | ^ | ^ |
| Harrison Seth Loring 47 HULFISH STREET, SUITE 441 PRINCETON, NJ 08542 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| /s/ Lauren Farrell, as attorney-in-fact for Seth L. Harrison, Manager of Braeburn Pharmaceuticals BVBA SPRL | 12/04/2013 |
| Signature of Reporting Person | Date |
| /s/ Lauren Farrell, as attorney-in-fact for Seth L. Harrison, Manager of Apple Tree Consolidated BVBA SPRL | 12/04/2013 |
| Signature of Reporting Person | Date |
| /s/ Lauren Farrell, as attorney-in-fact for Seth L. Harrison, Manager of Apple Tree Investments S.a.r.l | 12/04/2013 |
| Signature of Reporting Person | Date |
| /s/ Lauren Farrell, as attorney-in-fact for Seth L. Harrison, Manager of Braeburn Pharmaceuticals BVBA SPRL | 12/04/2013 |
| Signature of Reporting Person | Date |
| /s/ Lauren Farrell, as attorney-in-fact for Seth L. Harrison, Director of ATP III GP, Ltd, general partner of Apple Tree Partners IV, L.P. | 12/04/2013 |
| Signature of Reporting Person | Date |

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/s/ Lauren Farrell, as attorney-in-fact for Seth L. Harrison, Director of ATP III GP, Ltd.

12/04/2013

__Signature of Reporting Person

Date

/s/ Lauren Farrell, as attorney-in-fact for Seth L. Harrison

12/04/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Braeburn Pharmaceuticals BVBA SPRL ("Braeburn") is the record owner of the Shares. As the sole owner of Braeburn, Apple Tree Consolidated BVBA SPRL ("ATC") may be deemed to own beneficially the Shares. As the sole owner of ATC, Apple Tree Investments S.a.r.l ("ATI") may be deemed to own beneficially the Shares. As the sole owner of ATI, Apple Tree Partners IV, L.P. ("ATP IV") may (1) be deemed to own beneficially the Shares. As the sole general partner of ATP IV, ATP III GP, Ltd. ("ATP GP") may be deemed to own beneficially the Shares. As the sole owner and director of ATP GP, Seth L. Harrison may be deemed to own beneficially the Shares. Each of the Reporting Persons, except Braeburn, disclaims beneficial ownership of the Shares except to the extent of their pecuniary interest therein, if any.

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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