

CELL THERAPEUTICS INC  
Form 8-K  
April 06, 2010

**UNITED STATES**  
**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 of 1934

Date of Report (Date of earliest event reported): April 6, 2010 (March 30, 2010)

**CELL THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

Washington  
(State or other jurisdiction of  
incorporation or organization)

001-12465  
(Commission File Number)

91-1533912  
(I.R.S. Employer  
Identification Number)

501 Elliott Avenue West, Suite 400

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Seattle, Washington 98119

(Address of principal executive offices)

Registrant's telephone number, including area code: (206) 282-7100

Not applicable

(Former name or former address, if changed since last report).

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- 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 8.01 Other Events.**

As previously disclosed, on March 30, 2010, Cell Therapeutics, Inc. (the Company ) entered into a Securities Purchase Agreement (the Purchase Agreement ) between the Company and the purchasers thereunder (the Purchasers ). Pursuant to the Purchase Agreement, the Company agreed to issue to the Purchasers in a registered offering (i) an aggregate of 20,000 shares of the Company s Series 4 Preferred Stock, no par value per share (such shares, the Preferred Shares ), initially convertible into 40,000,000 shares of the Company s common stock, no par value per share (the Common Stock ), and (ii) warrants to purchase up to 20,000,000 shares of Common Stock (the Warrants ) for an aggregate offering price of \$20 million (the Offering ). Prior to the closing, the Purchasers elected to convert all 20,000 shares of Preferred Shares and to receive the 40,000,000 shares of Common Stock issuable upon such conversion at the closing. On April 6, 2010, the Company closed the Offering.

A copy of the opinion of Karr Tuttle Campbell related to the legality of the Preferred Shares, the shares of Common Stock issuable upon conversion of the Preferred Shares, the Warrants and the shares of Common Stock issuable upon exercise of the Warrants is attached hereto as Exhibit 5.1.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of Karr Tuttle Campbell.

**SIGNATURE**

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

CELL THERAPEUTICS, INC.

Date: April 6, 2010

By: /s/ **JAMES A. BIANCO, M.D.**  
**James A. Bianco, M.D.**  
**Chief Executive Officer**

**EXHIBIT INDEX**

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