

CTI BIOPHARMA CORP
Form SC 13G
January 29, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. __)*

CTI BioPharma Corp.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

12648L106

(CUSIP Number)

January 25, 2016

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(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☒ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

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(1) Names of reporting persons

NB Public Equity K/S

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

Denmark

(5) Sole voting power:

0

(6) Shared voting
power:

12,666,354

Number of shares beneficially owned by each reporting person with:

(7) Sole dispositive
power:

0

(8) Shared dispositive
power:

12,666,354

(9) Aggregate amount beneficially owned by each reporting person:

12,666,354

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

(11) Percent of class represented by amount in Row 9:

5.5%

(12) Type of reporting person (see instructions):

PN

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(1) Names of reporting persons

NB Public Equity Komplementar ApS

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

Denmark

(5) Sole voting power:

0

(6) Shared voting
power:

12,666,354

Number of shares beneficially owned by each reporting person with:

(7) Sole dispositive
power:

0

(8) Shared dispositive
power:

12,666,354

(9) Aggregate amount beneficially owned by each reporting person:

12,666,354

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

(11) Percent of class represented by amount in Row 9:

5.5%

(12) Type of reporting person (see instructions):

PN

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(1) Names of reporting persons

Cora Madsen

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

United States

(5) Sole voting power:

0

(6) Shared voting
power:

12,666,354

Number of shares beneficially owned by each reporting person with:

(7) Sole dispositive
power:

0

(8) Shared dispositive
power:

12,666,354

(9) Aggregate amount beneficially owned by each reporting person:

12,666,354

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

(11) Percent of class represented by amount in Row 9:

5.5%

(12) Type of reporting person (see instructions):

IN

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(1) Names of reporting persons

Florian Schönharting

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

Denmark

(5) Sole voting power:

0

(6) Shared voting
power:

12,666,354

Number of shares beneficially owned by each reporting person with:

(7) Sole dispositive
power:

0

(8) Shared dispositive
power:

12,666,354

(9) Aggregate amount beneficially owned by each reporting person:

12,666,354

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

(11) Percent of class represented by amount in Row 9:

5.5%

(12) Type of reporting person (see instructions):

IN

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Item 1.

(a) Name of Issuer:

CTI BioPharma Corp.

(b) Address of Issuer's Principal Executive Offices:

3101 Western Avenue, Suite 600

Seattle, Washington 98121

Item 2.

(a) Name of Person Filing

This Schedule 13G is filed on behalf of the following persons (the "Reporting Persons"):

- (i) NB Public Equity K/S
- (ii) NB Public Equity Komplementar ApS
- (iii) Cora Madsen
- (iv) Florian Schönharting

(b) Address or Principal Business Office or, if none, Residence:

The business address for each of the Reporting Persons is Oestergade 24A, 1, Copenhagen DK-1100, Denmark.

(c) Citizenship:

See Item 4 of the attached cover pages.

(d) Title of Class of Securities:

Common Stock, no par value per share (the “Common Stock”)

(e) CUSIP No.:

12648L106

Item 3.

Not applicable.

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

NB Public Equity K/S is the beneficial owner of an aggregate of 12,666,354 ⁽¹⁾ shares of Common Stock.

NB Public Equity Komplementar ApS is the beneficial owner of an aggregate of 12,666,354 ⁽²⁾ shares of Common Stock.

Cora Madsen is the beneficial owner of an aggregate of 12,666,354 ⁽³⁾ shares of Common Stock.

Florian Schönharting is the beneficial owner of an aggregate of 12,666,354 ⁽⁴⁾ shares of Common Stock.

(b) Percent of Class ⁽⁵⁾

The amount beneficially owned by NB Public Equity K/S represents approximately 5.5% of the total issued and outstanding shares of Common Stock.

The amount beneficially owned by NB Public Equity Komplementar ApS represents approximately 5.5% of the total issued and outstanding shares of Common Stock.

The amount beneficially owned by Cora Madsen represents approximately 5.5% of the total issued and outstanding shares of Common Stock.

The amount beneficially owned by Florian Schönharting represents approximately 5.5% of the total issued and outstanding shares of Common Stock.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: Each of the Reporting Persons has the sole power to vote or to direct the vote of 0 shares of Common Stock.

(ii) Shared power to vote or to direct the vote: Each of the Reporting Persons has the shared power to vote or to direct the vote of 12,666,354 shares of Common Stock.

(iii) Sole power to dispose or to direct the disposition of: Each of the Reporting Persons has the sole power to dispose or to direct the disposition of 0 shares of Common Stock.

(iv) Shared power to dispose or to direct the disposition of: Each of the Reporting Persons has the shared power to dispose or to direct the disposition of 12,666,354 shares of Common Stock.

(1) NB Public Equity K/S (the “Fund”) is the beneficial owner of 12,666,354 shares of Common Stock. The Fund is a limited partnership and NB Public Equity Komplementar ApS (the “General Partner”) is its sole general partner.

(2) The General Partner has no ownership share in the Fund, but is entitled to a management fee for the services provided to the Fund. By reason of Rule 13d-3 under the Securities Exchange Act of 1934, as amended ("Rule 13d-3"), the General Partner may be deemed to be the beneficial owner of the securities held by the Fund.

(3) Cora Madsen is a director of the General Partner and in this capacity has the legal power to vote or dispose of the Common Stock beneficially owned by the Fund. Therefore, by reason of Rule 13d-3 Ms. Madsen may be deemed to be the beneficial owner of securities held by the Fund. Ms. Madsen has no ownership interest, neither direct nor indirect, in the General Partner or the Fund.

(4) Florian Schönharting is a director in Nordic Biotech Advisors ApS, which owns 100% of the shares of the General Partner and is an indirect investor in a limited partner of the Fund. As such, he may be deemed under Rule 13d-3 to be a beneficial owner of the securities held by the Fund.

(5) Based on 231,723,931 shares of Common Stock outstanding as of October 30, 2015.

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Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than 5 Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Exhibit 99.1.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 29, 2016

NB PUBLIC EQUITY K/S

By: NB PUBLIC EQUITY KOMPLEMENTAR ApS,
its general partner

By: /s/ Cora Madsen*

Name: Cora Madsen

Title: Director

NB PUBLIC EQUITY KOMPLEMENTAR ApS

By: /s/ Cora Madsen*

Name: Cora Madsen

Title: Director

/s/ Cora Madsen *

Cora Madsen

/s/ Florian Schönharting*

Florian Schönharting

*By: /s/ James E. Dawson

James E. Dawson, as attorney-in-fact