

CTI BIOPHARMA CORP
Form DEFA14A
February 24, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant: ☒ x

Filed by a Party other than the Registrant: ☐ o

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

☐ Definitive Proxy Statement

☐ Definitive Additional Materials

☒ Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-12

CTI BioPharma Corp.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (Check the appropriate box):

☒ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

ON FEBRUARY 25, 2016, CTI BIOPHARMA CORP. WILL PUBLISH IN ITALY A NOTICE TO SHAREHOLDERS REGARDING THE CORPORATION'S ANNUAL MEETING OF SHAREHOLDERS, WHICH IS EXPECTED TO BE HELD ON APRIL 29, 2016. THE FOLLOWING IS AN ENGLISH TRANSLATION OF THE NOTICE TO SHAREHOLDERS.

ENGLISH TRANSLATION OF NOTICE TO SHAREHOLDERS

CTI BIOPHARMA CORP.

Registered office: 3101 Western Avenue, Suite 600
Seattle, Washington 98121, United States of America

Notice to Shareholders

Annual Meeting of Shareholders
expected to be held on April 29, 2016

To our Shareholders:

In relation to the Annual Meeting of Shareholders of CTI BioPharma Corp. (the "Corporation") scheduled for April 29, 2016, we hereby inform all shareholders that - unlike indicated in the preliminary notice of call of the aforesaid meeting published on January 8, 2016 - the Corporation will not request certain Italian banks to make book-entry transfers of the Corporation's shares, in all or in part, held in the name of and in the customers' account by such banks, to an account opened in the name of the same banks at a U.S. broker-dealer on the Record Date because the Corporation expects this process will not be necessary to reach the required quorum.

On behalf of the Board of Directors

/s/ Louis A. Bianco
Louis A. Bianco
Executive Vice President, Finance & Administration

February 25, 2016

The Corporation will file a proxy statement and other documents regarding the Annual Meeting with the SEC. The Corporation's shareholders are urged to read the proxy statement and other relevant materials when they become available, because they will contain important information about the Corporation, the Annual Meeting and related matters. Shareholders may obtain a free copy of the Corporation's definitive proxy statement when available, and other documents filed by the Corporation with the SEC, at the SEC's website (www.sec.gov), on the Corporation's website (www.ctibiopharma.com), in paper form at the Depositary Banks and at the office of the Italian branch of the Corporation's subsidiary CTI Life Sciences Ltd (Attention: Investor Relations) at Via Amedei 8, 20123 Milan.