

ALLOS THERAPEUTICS INC
Form 3
September 06, 2012

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
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 SPECTRUM PHARMACEUTICALS INC		(Month/Day/Year) 09/04/2012	ALLOS THERAPEUTICS INC [ALTH]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	
11500 SOUTH EASTERN AVENUE, SUITE 240,Â			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
HENDERSON,Â NVÂ 89052			5. If Amendment, Date Original Filed(Month/Day/Year)	
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

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	117,769,357 <u>(4)</u>	I <u>(1)</u> <u>(2)</u> <u>(3)</u>	See notes <u>(1)</u> <u>(2)</u> <u>(3)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPECTRUM PHARMACEUTICALS INC 11500 SOUTH EASTERN AVENUE, SUITE 240 HENDERSON, NV 89052	Â	Â X	Â	Â
SAPPHIRE ACQUISITION SUB, INC. C/O SPECTRUM PHARMACEUTICALS, INC. 11500 SOUTH EASTERN AVENUE, SUITE 240 HENDERSON, NV 89052	Â	Â X	Â	Â

Signatures

SPECTRUM PHARMACEUTICALS, INC., By: /s/ Brett L. Scott, Name: Brett L. Scott, Its: Senior Vice President and Acting Chief Financial Officer 09/06/2012

__Signature of Reporting Person Date

SAPPHIRE ACQUISITION SUB, INC., By: /s/ Brett L. Scott, Name: Brett L. Scott, Its: Chief Financial Officer 09/06/2012

__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).

(1) Sapphire Acquisition Sub, Inc. ("Merger Sub") is wholly owned by Spectrum Pharmaceuticals, Inc. ("Spectrum"). Each of Merger Sub and Spectrum may be referred to individually as a "Reporting Person" and collectively as the "Reporting Persons." Information with respect to each Reporting Person is given solely by such Reporting Person, and no such Reporting Person assumes responsibility for the accuracy or completeness of information supplied by any other Reporting Person.

(2) On April 4, 2012, Spectrum, Merger Sub and Allos Therapeutics, Inc. ("Allos") entered into an Agreement and Plan of Merger (the "Merger Agreement"), pursuant to which Spectrum and Merger Sub commenced a tender offer (the "Offer") to purchase all of Allos' issued and outstanding shares of Common Stock, including the associated rights to purchase shares of Series A Junior Participating Preferred Stock (the shares of the common stock of Allos, together with the associated rights, collectively referred to as the "Shares") in exchange for \$1.82 per share, net to the seller in cash, without interest, less any applicable withholding taxes, plus one contingent value right to receive additional consideration of \$0.11 per share in cash upon the achievement of specified milestones, upon the terms and conditions set forth in the offer to purchase.

(3) The Offer expired at 5:00 p.m., New York City time, on Tuesday, September 4, 2012. The depository of the Offer has advised Parent and Purchaser that a total of 96,259,850 Shares had been validly tendered and not properly withdrawn upon expiration of the Offer (including 2,368,241 Shares subject to guaranteed delivery procedures). On September 4, 2012, Purchaser accepted for payment all such Shares in accordance with the terms of the Offer. In addition, on September 4, 2012, Purchaser acquired an additional 23,877,928 Shares upon exercise of its right to purchase additional newly issued shares of Allos as provided for in the Merger Agreement.

(4) On September 4, 2012, Purchaser beneficially owned the sum of 93,891,429 Shares validly tendered and not properly withdrawn upon the expiration of the Offer (excluding Shares subject to guaranteed delivery) and 23,877,928 Shares upon exercise of its right to purchase additional newly issues shares of Allos as provided for in the Merger Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.