

CELL THERAPEUTICS INC  
Form 8-A12G/A  
December 07, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A/A**

**Amendment No. 1**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**CELL THERAPEUTICS, INC.**

(Exact name of registrant as specified in charter)

Washington  
(State of incorporation)

of organization)

91-1533912  
(I.R.S. Employer

Identification Number)

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**3101 Western Avenue, Suite 600**

**Seattle, Washington**  
(Address of principal executive offices)

**98121**  
(Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act: None.**

**Title of each class to be so registered**  
None

**Name of each exchange on which each class is to be registered**  
None

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. "

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: Not applicable.

Securities to be registered pursuant to Section 12(g) of the Act:

**Preferred Stock Purchase Rights**

(Title of class)

**Item 1. Description of Registrant's Securities to be Registered.**

This Amendment No. 1 to Registration Statement on Form 8-A amends and supplements the information set forth in the Registration Statement on Form 8-A (File No. 000-28386) filed by Cell Therapeutics, Inc., a Washington corporation (the Company), with the Securities and Exchange Commission (the Commission) on September 6, 2012 (the Registration Statement), in connection with the preferred stock purchase rights (the Rights) distributed to the shareholders of the Company pursuant to the Shareholder Rights Agreement dated as of December 28, 2009 between the Company and Computershare Trust Company, N.A., as amended (the Rights Agreement). The description of the Rights in the Registration Statement is incorporated by reference herein and amended hereby.

***Amendment to Rights Agreement***

The information incorporated by reference into this Amendment No. 1 to Registration Statement on Form 8-A from Item 1 of the Registration Statement is hereby amended by adding the following text:

On December 6, 2012, the Company and the Rights Agent entered into the Second Amendment to Shareholder Rights Agreement, dated as of December 6, 2012 (the Second Amendment). The Second Amendment amends the definition of Final Expiration Date from the close of business on the third anniversary of January 7, 2010, or the record date, to the close of business on December 3, 2015.

The Second Amendment also amends the Rights Agreement to decrease the Exercise Price of each Right from \$14.00 to \$8.00.

The preceding summary of the principal terms of the Second Amendment is a general description only and is subject to the detailed terms and conditions of the Second Amendment, which is incorporated herein by reference to Exhibit 4.3 to this Amendment No. 1 to Registration Statement on Form 8-A.

**Item 2. Exhibits.**

- 3.1 Certificate of Designation, Preferences and Rights of Series of Preferred Stock of Cell Therapeutics, Inc. classifying and designating the Series ZZ Junior Participating Cumulative Preferred Stock (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form 8-A, filed on December 28, 2009).
- 4.1 Shareholder Rights Agreement, dated as of December 28, 2009, between Cell Therapeutics, Inc. and Computershare Trust Company, N.A., as Rights Agent (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form 8-A, filed on December 28, 2009).
- 4.2 First Amendment to Shareholder Rights Agreement, dated as of August 31, 2012, between Cell Therapeutics, Inc. and Computershare Trust Company, N.A., as Rights Agent (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed on September 4, 2012).
- 4.3 Second Amendment to Shareholder Rights Agreement, dated as of December 6, 2012, between Cell Therapeutics, Inc. and Computershare Trust Company, N.A., as Rights Agent (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed on December 7, 2012).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

CELL THERAPEUTICS, INC.

Date: December 7, 2012

By: */s/ James A. Bianco, M.D.*  
**James A. Bianco**  
**President and Chief Executive Officer**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
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