

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 1934

Date of Report: January 9, 1997

Titan Pharmaceuticals, Inc.

(Exact name of registrant as specified in charter)

Delaware

(State of other jurisdiction of incorporation)

0-27436

94-3171940

(Commission File Number)

(IRS Employer Identification No.)

400 Oyster Point Blvd., Suite 505, South San Francisco, California 94080

(Address of principal executive offices)

(Zip Code)

Registrant's telephone no. including area code: (415) 244-4990

Item 5. Other Events

On January 9, 1997, the Registrant entered into an agreement with Hoechst Marion Roussel, Inc. ("HMRI") pursuant to which the Registrant was granted an exclusive, worldwide license to the antipsychotic agent Iloperidone. The agreement requires the Registrant to pay HMRI an upfront license fee of \$9.5 million payable as follows: \$2 million in cash on January 20, 1997; \$2 million in cash on July 18, 1997; and \$5.5 million in common stock to be issued on January 20, 1997. The agreement provides for future payments to HMRI contingent upon the achievement of regulatory milestones. The Registrant will assume the development and marketing costs of Iloperidone and HMRI will be entitled to a royalty on net sales of the product. HMRI was granted registration rights exercisable commencing nine months after the receipt of shares under the agreement. Reference is made to the related press release filed as Exhibit 20.1 hereto, which is incorporated by reference herein.

Item 7 Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits

20.1 Press Release dated January 9, 1997

-2-

SIGNATURES

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.

TITAN PHARMACEUTICALS INC.

By: /s/Louis R. Bucalo

Louis R. Bucalo, M.D.
President and Chief Executive Officer

Dated: January 14, 1997

Exhibit 20.1

Company Contact: Louis R. Bucalo, M.D.
President and CEO
Titan Pharmaceuticals, Inc.
415-244-4990

Investor Contact: Keith Lippert/Evan Smith
Lippert/Heilshorn
212-838-3777

TITAN PHARMACEUTICALS LICENSES ILOPERIDONE
FROM HOECHST MARION ROUSSEL

SOUTH SAN FRANCISCO, CA, JANUARY 9, 1996 TITAN PHARMACEUTICALS, INC. (NASDAQ NM: TTNP, TTNPV AND TTNPW), today announced that it has signed an agreement with Hoechst Marion Roussel, Inc. for an exclusive worldwide license to the antipsychotic agent Iloperidone.

Iloperidone, which is expected to enter Phase III clinical trials during the first half of 1997, is an antipsychotic agent in development for the treatment of schizophrenia and related disorders. Iloperidone's overall safety and efficacy profile at its current stage of development compares favorably to currently available therapeutics as well as other products under development.

According to the World Health Organization, approximately 45 million people worldwide suffer from some form of schizophrenia, one of the most chronic and debilitating of all mental illnesses. The worldwide market for antipsychotic agents, according to published reports, is predicted to be in excess of \$4 billion by the year 2000.

Iloperidone was initially developed by Hoechst Marion Roussel, Inc. and is protected by U.S. patents and foreign patent applications.

Dr. Louis R. Bucalo, President and Chief Executive Officer of Titan Pharmaceuticals, Inc., commented, "We are extremely excited to obtain this product opportunity and execute this agreement with Hoechst Marion Roussel. Titan's product portfolio currently includes five products in clinical testing. This sixth product, Iloperidone, further strengthens our product pipeline with an additional later stage product that may be very competitive in a multi-billion dollar market."

Titan Pharmaceuticals, Inc. is a biopharmaceutical company that develops proprietary therapeutics for the treatment of cancer, nervous system disorders

and other serious and life-threatening diseases. The company's operations are currently conducted through five operating companies: Ansan (Nasdaq: ANSN, ANSNU), Ingenex, ProNeura, Theracell and Trilex.

"Safe Harbor" Statement under the private Securities Litigation Reform Act of 1995: The statements which are not historical facts contained in this release are forward looking statements that involve risks and uncertainties, including, but not limited to, product demand and market acceptance risks, the effect of economic conditions, the impact of competitive products and pricing, product development, commercialization and technological difficulties, capacity and supply constraints or difficulties, the results of financing efforts, actual purchases under agreements, the effect of the Company's accounting policies, and other risks detailed in the Company's Securities and Exchange Commission filings.