

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

-----  
FORM 8-A/A

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

TITAN PHARMACEUTICALS, INC.  
(Exact name of registrant as specified in its charter)

Delaware 94-3171940  
(State of incorporation or organization (I.R.S. employee identification no.))

400 Oyster Point Boulevard, Suite 505, 94080  
South San Francisco, California (zip code)  
(Address of principal executive offices)

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

Title of Each Class to be so Registered -----	Name of Each Exchange On Which Each Class is to be Registered -----
Common Stock, \$.001 par value	Pacific Stock Exchange
Class A Warrants	Pacific Stock Exchange

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

Common Stock, \$.001 par value  
Class A Warrants

-----  
(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

The information called for by this Item 1 is incorporated herein by reference from the Registrant's Registration Statement on Form SB-2 (File No. 33-99386) filed with the Securities and Exchange Commission on November 16, 1995.

Item 2. Exhibits

1. Specimen Common Stock Certificate.\*
2. Specimen Class A Warrant Certificate.\*
3. Form of Warrant Agreement.\*\*
4. (a) Certificate of Incorporation of the Registrant.\*\*  
(b) By-Laws of the Registrant.\*\*

-----  
\* Filed as an exhibit to the Registrant's Registration Statement on Form 8-A  
filed with the Securities and Exchange Commission on December 20, 1995.

\*\* Filed as an exhibit to the Registrant's Registration Statement on Form SB-2  
(File No. 33-99386).

-2-

*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.

Date: September 5, 1997

TITAN PHARMACEUTICALS, INC.

By: /s/ Robert E. Farrell

-----  
Robert E. Farrell  
Chief Financial Officer

-3-