

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 -----
Units, comprised of Common Stock and Class A Warrants	Pacific Exchange, Inc.
Common Stock, \$.001 par value	Pacific Exchange, Inc.
Class A Warrants	Pacific Exchange, Inc.

Securities to be registered pursuant to Section 12(g) of the Act: None

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

None.

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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 15, 1997

TITAN PHARMACEUTICALS, INC.

By: /s/ Robert E. Farrell

Robert E. Farrell
Chief Financial Officer

