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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Lazar David E.</u> <hr/> (Last) (First) (Middle) <u>VILLA 1, 14-43RD STREET</u> <u>JUMEIRAH 2</u> <hr/> (Street) <u>DUBAI</u> <u>C0</u> <u>00000</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TITAN PHARMACEUTICALS INC [TTNP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/21/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001	06/21/2023		S		3,388,902	D	\$1.23 ⁽¹⁾	0	D ⁽²⁾⁽³⁾	
Common Stock, par value \$0.001	06/21/2023		S		359,066	D	\$1.23 ⁽¹⁾	0	I	By Activist Investing LLC ⁽²⁾⁽³⁾⁽⁴⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person * <u>Lazar David E.</u> <hr/> (Last) (First) (Middle) <u>VILLA 1, 14-43RD STREET</u> <u>JUMEIRAH 2</u> <hr/> (Street) <u>DUBAI</u> <u>C0</u> <u>00000</u> <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person * <u>Activist Investing LLC</u> <hr/> (Last) (First) (Middle) <u>1185 AVENUE OF THE AMERICAS, 3RD FLOOR.</u> <hr/> (Street) <u>NEW YORK</u> <u>NY</u> <u>10036</u> <hr/> (City) (State) (Zip)

Explanation of Responses:

- These Shares were sold pursuant to a Share Transfer Agreement dated June 21, 2023. As consideration for the transfer, Mr. Lazar received \$4,600,000.
- This Form 4 is filed jointly by Activist Investing LLC ("Activist Investing") and David E. Lazar (collectively, the "Reporting Persons").
- Each Reporting Person disclaims beneficial ownership of the securities of the Issuer reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

4. Securities of the Issuer beneficially owned directly by Activist Investing. Mr. Lazar, as the sole member and Chief Executive Officer of Activist Investing, may be deemed the beneficial owner of the securities of the Issuer beneficially owned by Activist Investing.

/s/ David E. Lazar 06/23/2023

Activist Investing LLC, By: /s/
David E. Lazar, Chief Executive 06/23/2023
Officer

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (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).

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

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 Number.