

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

(Amendment No. 1)

TITAN PHARMACEUTICALS, INC.

-----  
(Name of Issuer)

Common Stock, \$.001 par value

-----  
(Title of Class of Securities)

888314101

-----  
(CUSIP Number)

December 31, 1998

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule  
is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

-----  
The remainder of this cover page shall be filled out for a reporting person's  
initial filing on this form with respect to the subject class of securities, and  
for any subsequent amendment containing information which would alter the  
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed  
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of  
1934 or otherwise subject to the liabilities of that section of the Act but  
shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

WisdomTree Capital Management, Inc.  
I.D. #13-3729429  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) |\_/|  
(b) |X|

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER

0 shares of Common Stock

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

0 shares of Common Stock

7 SOLE DISPOSITIVE POWER

0 shares of Common Stock

8 SHARED DISPOSITIVE POWER

0 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  
|-|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

WisdomTree Associates, L.P.  
I.D. #13-3729430

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) |\_/|  
(b) |X|

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER

0 shares of Common Stock

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

0 shares of Common Stock

7 SOLE DISPOSITIVE POWER

0 shares of Common Stock

8 SHARED DISPOSITIVE POWER

0 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

| - |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

WisdomTree Offshore LTD.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) | \_ |

(b) | X |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER

0 shares of Common Stock

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

0 shares of Common Stock

7 SOLE DISPOSITIVE POWER

0 shares of Common Stock

8 SHARED DISPOSITIVE POWER

0 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

| - |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON\*

00

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1(a). Name of Issuer:

Titan Pharmaceuticals, Inc.

Item 1(b.) Address of Issuer's Principal Executive Offices:

400 Oyster Point Boulevard, Suite 505, South San Francisco,  
California 94080

Item 2(a). Name of Persons Filing:

WisdomTree Capital Management, Inc. ("WTInc")

WisdomTree Associates, L.P. ("WTAssociates")

WisdomTree Offshore, LTD. ("WTOffshore")

Item 2(b). Address of Principal Business Office or, if None, Residence:

WTInc: WisdomTree Capital Management, Inc., 1633 Broadway,  
New York, New York 10019

WT Associates: WisdomTree Associates, L.P., 1633 Broadway,  
New York, New York 10019

WT Offshore: WisdomTree Offshore, LTD., Zephyr House,  
5th Floor, P.O. Box 1561, Mary Street, Grand Cayman,  
Cayman Islands, British West Indies

Item 2(c). Citizenship:

U.S.A.

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

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Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act;
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act;
- (e)  An investment adviser in accordance with Rule 13d-1(b)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J);

If this statement is filed pursuant to Rule 13d-1(c), check this box

Item 4. Ownership

- (a) As of the close of business on December 31, 1998, none of the Reporting Persons beneficially owned any shares of Common Stock.
- (b) See Item 4(a), above.
- (c) See item 4(a), above.

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Item 8. Identification and Classification of Members of the Group.

Item 9. Notice of Dissolution of Group.

Item 10. Certifications.

"By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect."

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 10, 1999

WisdomTree Associates, L.P.

By: WisdomTree Capital Management, Inc.,  
General Partner

/s/ Jonathan L. Steinberg

By: \_\_\_\_\_

Name: Jonathan L. Steinberg  
Title: Chairman and Chief  
Executive Officer

Dated: February 10, 1999

WisdomTree Capital Management, Inc.

/s/ Jonathan L. Steinberg

By: \_\_\_\_\_

Name: Jonathan L. Steinberg  
Title: Chairman and Chief  
Executive Officer

Dated: February 10, 1999

WisdomTree Offshore, Ltd.

/s/ Jonathan L. Steinberg

By: \_\_\_\_\_

Name: Johnathan L. Steinberg  
Title: Director