

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-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,
South San Francisco, California

94080

(Address of principal executive offices)

(zip code)

If this form relates to the registration of a class of securities pursuant to
Section 12(b) of the Exchange Act and is effective pursuant to General
Instruction A(c), please check the following box

If this form relates to the registration of a class of securities pursuant to
Section 12(g) of the Exchange Act and is effective pursuant to General
Instruction A(d), please check the following box

Securities Act registration statement file number to which this form relates:

(If applicable)

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
Redeemable Class A Warrants

American Stock Exchange
American Stock Exchange

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

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANTS'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 S-1
(File No. 33-99386) filed with the Securities and Exchange
Commission.

ITEM 2. EXHIBITS

None.

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: November 11, 1998

TITAN PHARMACEUTICALS, INC.

By: /s/ ROBERT E. FARRELL

*Robert E. Farrell
Executive Vice President and Chief
Financial Officer*