

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act 1934

Date of Report: November 19, 1999

Titan Pharmaceuticals, Inc.

(Exact name of registrant as specified in charter)

Delaware

(State or other jurisdiction of incorporation)

0-27436

94-3171940

(Commission File Number)

(IRS Employer Identification No.)

400 Oyster Point Blvd., Suite 505, South San Francisco, California 94080

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (650) 244-4990

Item 5. Other Events

On October 19, 1999, the Company called for redemption on November 19, 1999 of all of its outstanding class A warrants for cash at the redemption price of \$.05 per warrant.

In excess of 99% of the approximately 7.1 million outstanding class A warrants were exercised at the price of \$6.02 per warrant, providing gross proceeds of approximately \$42.6 million to the Company and resulting in an increase in the number of shares of common stock outstanding to approximately 22.8 million shares. In connection with the redemption, the Company entered into an advisory agreement with Deutsche Bank Securities Inc. pursuant to which the Company is paying an advisory fee of \$2 million.

The Company also entered into a termination of rights agreement with D. H. Blair Investment Banking Corp. pursuant to which the Company is paying a termination fee of approximately \$1.1 million.

Reference is made to the related press release filed as Exhibit 99.1 hereto, which is incorporated by reference herein.

Item 7. Financial Statements and Exhibits.

(c) Exhibits

99.1 Press Release dated November 29, 1999

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TITAN PHARMACEUTICALS, INC.

By: /s/ Louis R. Bucalo

Louis R. Bucalo, M.D.
President and Chief Executive Officer

Dated: December 3, 1999

[LOGO] Titan Pharmaceuticals Inc.

Company:

Louis R. Bucalo, M.D.
President & CEO
Titan Pharmaceuticals, Inc.
Tel: 650-244-4990

Investors:

Wendi B. Green
Account Executive
Ruder Finn, Inc.
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Media:

Ken Garcia
Account Executive
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FOR IMMEDIATE RELEASE

**TITAN PHARMACEUTICALS ANNOUNCES SUCCESSFUL COMPLETION
OF WARRANT PERIOD**

S. SAN FRANCISCO, CA- Noember 29, 1999 - Titan Pharmaceuticals, Inc. (AMEX: TTP) today announced that the Company has successfully completed the call for exercise of the Company's outstanding publicly traded warrants. Approximately 99.4% of the Company's 7.1 million outstanding warrants were exercised by warrant holders, providing gross proceeds of approximately \$42 million to the Company. The Company has approximately 22.5 million shares outstanding after the warrant exercise.

"We are pleased and encouraged by the highly successful results of the warrant exercise period," stated Dr. Louis R. Bucalo, President and CEO of Titan. "This important step significantly strengthens our balance sheet and enhances our core product development programs. We would like to thank our shareholders for their support, and look forward to further progress in these development programs in the near future."

Titan Pharmaceuticals, Inc. is a biopharmaceutical company developing proprietary therapeutics for the treatment of central nervous system disorders, cancer, and other serious and life threatening diseases.

The press release may contain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such statements include, but are not limited to, any statements relating to the Company's development program and any other statements that are not historical facts. Such statements involve risks and uncertainties, including, but not limited to, those risks and uncertainties relating to difficulties or delays in development, testing, regulatory approval, production and marketing of the Company's drug candidates, unexpected adverse side effects or inadequate therapeutic efficacy of the Company's drug candidates that could slow or prevent product markets, the uncertainty of patent protection for the Company's intellectual property or trade secrets and the Company's ability to obtain additional financing if necessary. Such statements are based on management's current expectations, but actual results may differ materially due to various factors, including those risks and uncertainties mentioned or referred to in this press release.

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