

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 14A**  
**(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**  
**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary proxy statement
- Confidential, For use of the Commission only (as permitted by Rule 14a-6(c)(2))
- Definitive proxy statement
- Definitive additional materials
- Soliciting material pursuant to Rule 14a-11(c) or Rule 14a-12

**Titan Pharmaceuticals, Inc.**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of filing fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i) (1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:  
\_\_\_\_\_
  - (2) Aggregate number of securities to which transaction applies:  
\_\_\_\_\_
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):  
\_\_\_\_\_
  - (4) Proposed maximum aggregate value of transaction:  
\_\_\_\_\_
  - (5) Total fee paid:  
\_\_\_\_\_
- Fee paid previously with preliminary materials:
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
  - (1) Amount previously paid:  
\_\_\_\_\_
  - (2) Form, Schedule or Registration Statement No.:  
\_\_\_\_\_
  - (3) Filing Party:  
\_\_\_\_\_
  - (4) Date Filed:  
\_\_\_\_\_



**PLEASE DO NOT IGNORE — YOUR VOTE IS EXTREMELY IMPORTANT**

**VOTE TODAY**

Dear Titan Stockholder:

We have called a special meeting to be held on March 2, 2020 to approve a reverse stock split as discussed in more detail in the accompanying proxy statement. We are requesting that all of our stockholders vote as soon as possible, and our board of directors (the “Board”) recommends that our stockholders vote in favor of the reverse stock split proposal.

This vote is very important because on September 19, 2019 the Company was informed that our common stock will be delisted from the Nasdaq Capital Market (“Nasdaq”) if our share price is not above \$1.00 for at least 10 consecutive trading days prior to March 17, 2020. The only certain path to meeting this requirement is an Approval of the Reverse Split Proposal which enables our Board to judiciously select an appropriate reverse split ratio to meet Nasdaq’s share price requirement. **Without approval of the Reverse Split Proposal, the Board will not be able to prevent the common stock from being delisted from Nasdaq, which will likely have very serious consequences for our company and our stockholders.**

**Your vote is important, no matter how many or how few shares you own.**

**Please vote TODAY by telephone, via the Internet, or by signing, dating and returning the enclosed voting form in the envelope provided.**

If you have any questions, please call our proxy solicitor, Morrow Sodali LLC at 800-662-5200.

Sincerely,

A handwritten signature in black ink, appearing to read 'Marc Rubin', written over a horizontal line.

Marc Rubin, M.D.

*Executive Chairman*

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