

**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(e)(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:



February 12, 2020

****** IMPORTANT REMINDER ******

Dear Fellow Titan Pharmaceuticals Stockholder:

By now, you should have received your proxy material for the Special Meeting of Stockholders of Titan Pharmaceuticals, Inc., which is scheduled to be held on March 2, 2020.

Each stockholder's vote is extremely important in order to help the company meet the requirements of the meeting as outlined in the proxy statement. There is only one proposal on the agenda for the Special Meeting, as discussed in detail in the proxy statement. **Your Board of Directors strongly recommends that you vote your shares FOR the Reverse Stock Split proposal. The independent proxy advisory firms Institutional Shareholder Services Inc. and Glass Lewis & Co. have reviewed the proxy statement and recommend that stockholders vote FOR this proposal.**

A favorable vote facilitates our ability to regain compliance with the \$1.00 minimum bid price requirement for continued listing on the Nasdaq Capital Market. Just as important, it also provides requisite authorized shares of the company to complete any value creating potential business mergers or product acquisitions that we might wish to pursue in the future, as well as raise additional funds, as needed, to finance these activities and our ongoing operations. This proposal requires a majority of the outstanding shares of Titan Pharmaceuticals common stock voting in favor in order to pass, so every vote is important.

WE URGE YOU TO VOTE IN FAVOR OF THE PROPOSAL

The fastest and easiest way to vote is by telephone or over the Internet. Instructions on how to vote your shares over the telephone or Internet are enclosed with this letter. Alternatively, you may sign and return the enclosed voting form in the envelope provided. If you sign and return the enclosed voting form without indicating a different choice, your shares will be voted **FOR** this proposal.

If you have questions or need help voting your shares, please call our proxy solicitation firm, Morrow Sodali LLC, at 800-662-5200

Thank you for your investment in Titan Pharmaceuticals, Inc. and taking the time to vote your shares.

Sincerely,

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

Marc Rubin, M.D.

Executive Chairman

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