

UNITED STATES
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 of 1934

Date of Report (Date of Earliest Event Reported): October 27, 2021

Titan Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-13341

(Commission File Number)

94-3171940

(IRS Employer Identification No.)

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

(Address of principal executive offices and zip code)

650-244-4990

(Registrant's telephone number including area code)

(Registrant's former name or former address, if changed since last report)

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.001 par value	TTNP	Nasdaq Capital Market

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12(b))
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 27, 2021, Titan Pharmaceuticals, Inc., a Delaware corporation (the "Company"), entered into an amendment (the "Amendment") to the Employment Agreement dated April 2, 2019 with Marc Rubin, the Company's Executive Chairman, to extend the termination date from September 30, 2021 to December 31, 2022. A copy of the Amendment is attached hereto as Exhibit 10.1 and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibit is filed herewith:

Exhibit Number	Description
<u>10.1</u>	<u>Amendment No. 2 to Employment Agreement dated April 2, 2019 between the registrant and Marc Rubin.</u>

SIGNATURE

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.

Dated: October 27, 2021

TITAN PHARMACEUTICALS, INC.

By: /s/ Kate Beebe DeVarney, Ph.D.

Name: Kate Beebe DeVarney, Ph.D.

Title: President and Chief Operating Officer

AMENDMENT NO. 2 TO EMPLOYMENT AGREEMENT

AMENDMENT No. 2 dated October 27, 2021 between Titan Pharmaceuticals, Inc. (the "Company") and Marc Rubin ("Executive").

WHEREAS, the Company and Executive are parties to an employment agreement dated April 2, 2019 (as amended in February 2021, the "Employment Agreement");
and

WHEREAS, the Company and Executive wish to extend the Employment Agreement to provide for uninterrupted service by the Executive

NOW, THEREFORE, for and in consideration of the premises and the mutual covenants hereinafter set forth, the parties hereto do hereby agree as follows. Capitalized terms not defined herein shall have the meanings set forth in the Employment Agreement.

1. Term. Section 1.2 of the Employment Agreement is hereby amended by deleting the words "until September 30, 2021" and replacing them with "until December 31, 2022".

2. Miscellaneous. Except as expressly amended by this Amendment, the Employment Agreement remains in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the day and year first above written.

TITAN PHARMACEUTICALS, INC.

By: /s/ Kate Beebe Devarney, Ph.D.
Name: Kate Beebe Devarney, Ph.D.
Title: President and Chief Operating Officer

EXECUTIVE

/s/ Marc Rubin, M.D.
Name: Marc Rubin, M.D.
