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

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**FORM S-1**

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**TITAN PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of incorporation or  
organization)

**2836**  
(Primary standard industrial  
classification code number)

**94-3171940**  
(I.R.S. employer  
identification number)

**400 Oyster Point Boulevard  
South San Francisco, CA 94080  
(650) 244-4990**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Sunil Bhonsle, President  
400 Oyster Point Boulevard  
South San Francisco, CA 94080  
(650) 244-4990**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Fran Stoller, Esq.  
Loeb & Loeb LLP  
345 Park Avenue  
New York, NY 10154  
Tel. No.: 212-407-4159  
Fax No.: 212-214-0706**

**John D. Hogoboom, Esq.  
Lowenstein Sandler LLP  
1251 Avenue of the Americas  
New York, New York 10020  
Tel. No.: 212-262-6700  
Fax No.: 973-597-2500**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  (File No. 333-198476)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b2 of the Exchange Act.

Large Accelerated Filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

#### CALCULATION OF REGISTRATION FEE

<b>Title of Each Class of Security Being Registered</b>	<b>Proposed Maximum Aggregate Offering Price <sup>(1)(2)</sup></b>	<b>Amount of Registration Fee</b>
Units, each unit consisting of :	\$ 500,000	\$ 58
(i) one share of common stock, par value \$0.001 <sup>(3)</sup>		
(ii) 0.75 of one Class A warrant to purchase one share of common stock <sup>(3)(4)</sup>		
Underwriter's warrants <sup>(3)(4)</sup>		

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended, or the Securities Act.

(2) Pursuant to Rule 416 under the Securities Act, there are also being registered such additional securities as may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(3) No separate fee is required pursuant to Rule 457(g) under the Securities Act.

(4) The shares of common stock issuable upon exercise of such warrants are not being registered herewith.

**This Registration Statement shall become effective upon filing with the SEC in accordance with Rule 462(b) under the Securities Act of 1933.**

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## EXPLANATORY NOTE

This registration statement is being filed pursuant to Rule 462(b) as promulgated under the Securities Act of 1933, as amended. Titan Pharmaceuticals, Inc. (the "Registrant") hereby incorporates by reference into this registration statement the contents of the Registration Statement on Form S-1, as amended (Registration No. 333-198476), including the exhibits thereto (the "Original Registration Statement"), which was declared effective by the Securities and Exchange Commission on October 2, 2014. This registration statement is being filed solely to increase the amount of securities offered pursuant to the Original Registration Statement. The required opinion of counsel and related consent and accountant's consent are attached hereto and filed herewith.

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## PART II

### INFORMATION NOT REQUIRED IN PROSPECTUS

#### Item 16. Exhibits and Financial Statement Schedules.

All exhibits filed or incorporated by reference in the registrant's Registration Statement on Form S-1, as amended (File No. 333-198476), are incorporated by reference into, and shall be deemed to be part of, this Registration Statement, except for the following, which are filed herewith:

- 5.1 Opinion of Loeb & Loeb LLP re: legality.
  - 23.1 Consent of OUM & Co., LLP.
  - 23.2 Consent of Loeb & Loeb LLP (included in Exhibit 5.1).
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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-1 and has duly caused this registration statement or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on October 2, 2014.

### TITAN PHARMACEUTICALS, INC.

By: /s/ Sunil Bhonsle  
Name: Sunil Bhonsle  
Title: President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities held on the dates indicated.

Signature	Title	Date
/s/ Marc Rubin Marc Rubin, M.D.	Executive Chairman of the Board of Directors	October 2, 2014
/s/ Sunil Bhonsle Sunil Bhonsle, Ph.D.	President and Director (principal executive and principal financial officer)	October 2, 2014
/s/ Brian Crowley Brian Crowley	Vice President Finance (principal accounting officer)	October 2, 2014
* Victor J. Bauer	Director	October 2, 2014
* Eurelio Cavalier, M.D.	Director	October 2, 2014
* M. David MacFarlane	Director	October 2, 2014
* Ley Smith	Director	October 2, 2014

/s/ Sunil Bhonsle  
\* By: Sunil Bhonsle, as attorney-in-fact

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# LOEB&LOEB<sub>LLP</sub>

A LIMITED LIABILITY PARTNERSHIP  
INCLUDING PROFESSIONAL CORPORATIONS

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NEW YORK, NY 10154-0037

TELEPHONE: 212.407.4000  
FACSIMILE: 212.407.4990  
www.loeb.com



October 2, 2014

Titan Pharmaceuticals, Inc.  
400 Oyster Point Blvd.  
South San Francisco, CA

Ladies and Gentlemen:

We have acted as counsel to Titan Pharmaceuticals, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-1 (the "Registration Statement") filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), for the registration for an underwritten public offering of (i) 1,000,000 units ("Units"), each Unit consisting of one share of the Company's common stock, par value \$.0001 per share (the "Common Stock"), and 0.75 of a warrant to purchase one share of the Company's Common Stock (the "Warrants"), (ii) all shares of Common Stock and all Warrants issued as part of the Units and (iii) a warrant to purchase shares of Common Stock to be issued to the underwriter (the "Underwriter's Warrant").

We have examined such documents and considered such legal matters as we have deemed necessary and relevant as the basis for the opinion set forth below. With respect to such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as reproduced or certified copies, and the authenticity of the originals of those latter documents. As to questions of fact material to this opinion, we have, to the extent deemed appropriate, relied upon certain representations of certain officers of the Company.

Based upon the foregoing, we are of the opinion that the Units, the Warrants and the Common Stock to be sold to the underwriter and the Underwriter's Warrant, when issued and sold in accordance with and in the manner described in the Registration Statement, will be duly authorized, validly issued, fully paid and non-assessable.

We are opining solely on all applicable statutory provisions of Delaware corporate law, including the rules and regulations underlying those provisions, all applicable provisions of the Delaware Constitution and all applicable judicial and regulatory determinations.

LOS ANGELES  
NEW YORK  
CHICAGO  
NASHVILLE

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Titan Pharmaceuticals, Inc.  
October 2, 2014  
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We hereby consent to the use of this opinion as an exhibit to the Registration Statement, to the use of our name as your counsel and to all references made to us in the Registration Statement and in the Prospectus forming a part thereof. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations promulgated thereunder.

Very truly yours,

/s/ Loeb & Loeb LLP  
Loeb & Loeb LLP

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**Consent of Independent Registered Public Accounting Firm**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1MEF of Titan Pharmaceuticals, Inc. of our report dated March 31, 2014 relating to the financial statements of Titan Pharmaceuticals, Inc., which appears in Amendment No. 1 to the Registration Statement on Form S-1 (No. 333-198476).

We also consent to the reference to us under the heading "Experts" in the prospectus incorporated by reference into this Registration Statement.

/s/ OUM & CO. LLP

San Francisco, California  
October 2, 2014

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