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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): July 31, 2018

**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)

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.

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**Item 8.01. Other Events.**

On July 31, 2018, the board of directors of Titan Pharmaceuticals, Inc. (the “Company”) amended the Company’s Amended and Restated 2015 Equity Incentive Plan (the “Amendment”) to delete provisions relating to potential “gross-up” payments in the event of a change of control of the Company.

The foregoing summary description of the Amendment is qualified in its entirety by reference to the full text of such document attached hereto as Exhibit 10.1, which are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
<a href="#"><u>10.1</u></a>	<a href="#"><u>Amendment to Titan Pharmaceuticals, Inc. Amended and Restated 2015 Equity Incentive Plan</u></a>

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**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 thereunto duly authorized.

TITAN PHARMACEUTICALS, INC.

By: /s/ Sunil Bhonsle

Name: Sunil Bhonsle

Title: Chief Executive Officer and President

Dated: July 31, 2018

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**AMENDMENT TO TITAN PHARMACEUTICALS, INC. AMENDED AND  
RESTATED 2015 OMNIBUS EQUITY INCENTIVE PLAN**

This Amendment (this Amendment”) to the Titan Pharmaceuticals, Inc. Amended and Restated 2015 Omnibus Equity Incentive Plan (as amended from time to time, the “Plan”) is dated July 31, 2018. Capitalized terms used but not defined herein shall have the meanings set forth in the Plan.

The Board has determined to amend the Plan in accordance with the provisions of Article XIII of the Plan in order to remove certain tax-related provisions relating to “gross-up” payments. The Plan is hereby amended as follows:

1. Option Agreement. Section 7.4 of the Plan is hereby amended by deleting the following clause in its entirety:

“(ii) tax matters (including provisions covering any applicable Employee wage withholding requirements and requiring additional “gross-up” payments to Holders to meet any excise taxes or other additional income tax liability imposed as a result of a payment made upon a Change of Control resulting from the operation of the Plan or of such Option Agreement)”

and replacing it with:

“(ii) tax matters (including provisions covering any applicable Employee wage withholding requirements)”

2. Terms and Conditions. Section 8.2 of the Plan is hereby amended by deleting the following clause in its entirety:

“(ii) tax matters (including provisions covering any applicable Employee wage withholding requirements and requiring additional “gross-up” payments to Holders to meet any excise taxes or other additional income tax liability imposed as a result of a payment made in connection with a Change of Control resulting from the operation of the Plan or of such Restricted Stock Agreement)”

and replacing it with:

“(ii) tax matters (including provisions covering any applicable Employee wage withholding requirements)”

3. Amendment. All references to the Plan in any other document, instrument agreement or writing hereafter shall be deemed to refer to the Plan as amended hereby.
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