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 2, 2013

Titan Pharmaceuticals, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware	**0-27436**	**94-3171940**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

400 Oyster Point Blvd., Suite 505, South San Francisco, CA	**94080**
(Address of Principal Executive Offices)	**(Zip Code)**

Registrant's telephone number, including area code: 650-244-4990

(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 the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ 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))

Item 1.01. Entry Into a Definitive Material Agreement.

Amendment to License Agreement

On July 2, 2013, Titan Pharmaceuticals, Inc. (the "Company") and Braeburn Pharmaceuticals Sprl ("Braeburn") entered into a second amendment (the "Amendment") to the License Agreement dated December 14, 2012, as amended (the "Agreement") primarily to establish and provide the parameters for a committee comprised of representatives of Titan and Braeburn responsible for and with the authority to make all decisions regarding the development and implementation of a strategic plan to seek approval from the U.S. Food and Drug Administration ("FDA") of Probuphine® for subdermal use in the maintenance treatment of adult patients with opioid dependence, including development of the strategy for all written and oral communications with the FDA. The Amendment also makes Braeburn the primary contact for FDA communications regarding the Probuphine New Drug Application.

A copy of the Amendment is attached hereto as Exhibit 10.1 and the description thereof contained in this Current Report on Form 8-K is qualified in its entirety be reference to such exhibit.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	Amendment dated July 2, 2013 to License Agreement dated December 14, 2012 between Titan Pharmaceuticals, Inc. and Braeburn Pharmaceuticals Sprl

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: July 5, 2013

TITAN PHARMACEUTICALS, INC.

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

Exhibit Index

Exhibit No.	Description
10.1	Amendment dated July 2, 2013 to License Agreement dated December 14, 2012 between Titan Pharmaceuticals, Inc. and Braeburn Pharmaceuticals Sprl

Exhibit 10.1

Braeburn Pharmaceuticals Sprl
c/o Apple Tree Partners
51 East 12th Street, 5th Flr.
New York, NY 10003

July 2, 2013

Titan Pharmaceuticals, Inc.
400 Oyster Point Blvd., Suite 505
South San Francisco, CA 94080-1921

Reference is made to the License Agreement (the "Original License") dated December 14, 2012 between Titan Pharmaceuticals, Inc. ("Titan") and Braeburn Pharmaceuticals Sprl ("Braeburn") (each a "Party" and collectively "Parties"), as amended by written agreement dated May 28, 2013 (the "First Amendment") (together the Original License and First Amendment constitute the "Agreement"). This is to confirm our agreement as follows:

1. Section 4.1 of the Agreement is hereby amended to add the following clause (c):

"(c) The Parties hereby establish a committee (the "CRL Response Committee") comprised of Marc Rubin and Sunil Bhonsle (the "Titan Representatives") and Seth Harrison, Garry Neil and a third individual to be named by Braeburn (the "Braeburn Representatives"). Notwithstanding anything to the contrary, including the provisions of Section 4.2(a), the CRL Response Committee shall be responsible for and have the authority to make all decisions regarding the development and implementation of a strategic plan for FDA approval of Probuphine for subdermal use in the maintenance treatment of adult patients with opioid dependence, including, but not limited to developing the strategy for all written and oral communications with the FDA and responding to any complete response letter ("CRL") issued by the FDA (the "Project"). The CRL Response Committee shall operate as follows:

(i) The CRL Response Committee shall meet in person or by conference telephone call twice monthly on a regularly scheduled basis on dates mutually agreeable to all members, except that individual meetings may be cancelled where mutually agreeable to both Braeburn and Titan. Additional meetings may be called by any member with at least 48 hours' notice (unless such notice requirement is waived by all members) at a time mutually agreeable to all members, provided that the member calling for the meeting has provided a reasonably sufficient rationale for the need for a meeting, and that the stated need for the meeting cannot be sufficiently addressed at the next regularly scheduled meeting of the CRL Response Committee or through more informal communications.

(ii) Drafts of written communications to the FDA, as well as scripts for telephonic or in-person meetings with the FDA, prepared by or on behalf of either Party shall be provided contemporaneously to all of the committee members. Any comments from the Titan Representatives and the Braeburn Representatives will be considered in good faith.

(iii) The CRL Response Committee may designate, on a case *-by -case* basis, one or more representatives of the Parties, including consultants or agents of Titan and Braeburn, to attend telephonic or in-person meetings with the FDA, which designee(s) shall be in addition to the Parties' respective representatives for such meetings pursuant to Section 4.2(xii) below.

(iv) The Titan Representatives and the Braeburn Representatives shall seek to reach consensus regarding the Project after due consideration of advice from Braeburn's regulatory advisors and other outside consultants, as appropriate. However, in the event the Parties cannot agree, the Braeburn Representatives shall have final decision-making authority regarding all Project matters considered by the CRL Response Committee.

(v) The CRL Response Committee shall be automatically disbanded upon the NDA Transfer Date.

2. Section 4.2(a) of the Agreement is hereby amended by adding the following new clauses (xi) through (xiii):

"(xi) Notwithstanding the foregoing provisions of this Section 4.2(a), Titan shall authorize Braeburn to designate a person or persons who shall serve as the primary contact with the FDA with respect to the Project. The initial designee of Braeburn is its Head of Research and Development, Garry Neil. Braeburn shall, with the guidance of regulatory counsel, at the direction of the CRL Response Committee, determine when and how to meet with the FDA, and who should attend such meetings in order to obtain the desired outcome.

(xii) Braeburn shall provide advance notice to Titan of any scheduled meetings, and substantive discussions or other communications with the FDA regarding the Project. Each of the Parties shall be entitled to have at least one representative selected by it present at such meetings with FDA, whether in person or by conference telephone call. Notwithstanding the immediately preceding sentence, the CRL Response Committee may determine in good faith that certain interactions with the FDA can reasonably be expected to produce the best outcome without representatives of either Braeburn or Titan, or with outside consultants and without representatives of both Braeburn and Titan.

(xiii) Any written communications from the FDA to Braeburn shall be provided to Titan on the same day as receipt. Any substantive oral communications from the FDA to Braeburn shall be conveyed to Titan Representatives as soon as possible, but in no event later than 48 hours following receipt.

In all other respects, the License Agreement shall remain in full force and effect and shall be unaffected by this Amendment.

BRAEBURN PHARAMACEUTICALS SPRL

By: /s/ Seth L. Harrison
Seth L. Harrison

Agreed:

TITAN PHARMACEUTICALS, INC.

By: /s/ Sunil Bhonsle
Sunil Bhonsle, President