

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): April 22, 2025

**Titan Pharmaceuticals, Inc.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-13341</b> (Commission File Number)	<b>94-3171940</b> (I.R.S. Employer Identification No.)
<b>10 East 53rd St., Suite 3001, New York, NY</b> (Address of principal executive offices)		<b>10022</b> (Zip Code)

**(786) 769-7512**

(Registrant's telephone number, including area code)

(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:

- 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))

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title for each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	TTNP	Nasdaq Capital Market

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 8.01. Other Events.**

As previously disclosed in the Current Report on Form 8-K filed on April 1, 2025, Titan Pharmaceuticals, Inc. (the "Company") was notified by the Listing Qualifications Staff (the "Staff") of The Nasdaq Stock Market LLC ("Nasdaq") on March 26, 2025 that the Company no longer satisfied the minimum \$2.5 million stockholders' equity requirement for continued listing on The Nasdaq Capital Market, as set forth in Nasdaq Listing Rule 5550(b) (the "Equity Rule").

As previously disclosed in the Current Report on Form 8-K filed by the Company on April 1, 2025, the Company entered into a Securities Purchase Agreement with Blue Harbour Asset Management L.L.C-FZ (the "Investor") on March 29, 2025, pursuant to which the Company agreed to issue 100,000 shares of Series B Convertible Preferred Stock, par value \$0.001 per share to the Investor at a price of \$10.00 per share, for an aggregate purchase price of \$1,000,000 (the "Private Placement"). On April 11, 2025, the Company issued a press release announcing that it completed the Private Placement. A copy of the press release is furnished herewith as Exhibit 99.1.

As a result of the Private Placement, and as of the date of this filing, the Company believes it has stockholders' equity of at least \$2.5 million. The Company awaits Nasdaq's formal confirmation that it has evidenced compliance with the Equity Rule. Furthermore, if deemed compliant, Nasdaq will continue to monitor the Company to ensure its ongoing compliance with the Equity Rule and, if at the time of filing of the Company's next periodic financial statements that covers the period following the closing of the Private Placement, the Company does not evidence compliance with the Equity Rule, the Company may be subject to delisting from Nasdaq.

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

(d) Exhibits.

**Exhibit  
Number**      **Description**

**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.

**Titan Pharmaceuticals, Inc.**

Dated: April 22, 2025

By: /s/ Chay Weei Jye

Name: Chay Weei Jye

Title: Chief Executive Officer



### **Titan Pharmaceuticals Announces \$1 Million Private Placement of Convertible Preferred Stock**

NEW YORK, April 11, 2025 (GLOBE NEWSWIRE) – Titan Pharmaceuticals, Inc. (NASDAQ: TTNP) (“Titan” or the “Company”) announced today that, pursuant to a securities purchase agreement (the “Purchase Agreement”) with Blue Harbour Asset Management L.L.C-FZ (“Blue Harbour”), it has completed a private placement of the Company’s newly designated Series B Convertible Preferred Stock (the “Preferred Stock”). Pursuant to the Purchase Agreement, Blue Harbour purchased 100,000 shares of Preferred Stock for an aggregate purchase price of \$1,000,000. The shares have a conversion price of \$3.00.

The Certificate of Designations authorizing the Preferred Stock contains a beneficial ownership conversion “blocker” that prevents Blue Harbour from acquiring the lower of either (i) the maximum percentage of common stock permissible under Nasdaq rules and regulations without first obtaining shareholder approval or (ii) 19.99% of the Company’s outstanding common stock.

The shares being sold in this transaction do not involve a public offering and have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), in reliance on Regulation S thereunder. Titan and Blue Harbour have concurrently entered into a registration rights agreement (the “Registration Rights Agreement”) pursuant to which Titan has agreed to provide certain registration rights upon the occurrence of certain events set forth in the Registration Rights Agreement. Additional information regarding the agreement can be found in an 8-K that was filed with the SEC: <https://ir.titanpharm.com/all-sec-filings>.

ARC Group Ltd. served as sole financial advisor to Titan in the private placement.

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### **Forward-Looking Statements**

This press release may contain “forward-looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934. Such statements include, but are not limited to, any statements relating to our product development programs and any other statements that are not historical facts. Such statements involve risks and uncertainties that could negatively affect our business, operating results, financial condition and stock price. Factors that could cause actual results to differ materially from management’s current expectations include those risks and uncertainties relating to our ability to raise capital, the regulatory approval process, the development, testing, production and marketing of our drug candidates, patent and intellectual property matters and strategic agreements and relationships. We expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in our expectations or any changes in events, conditions or circumstances on which any such statement is based, except as required by law. A complete discussion of the risks and uncertainties that may affect Titan’s business, including the business of its subsidiary, is included in “Risk Factors” in the Company’s most recent Annual Report on Form 10-K as filed by the Company with the Securities and Exchange Commission.

### **Media & Investor Contacts:**

Chay Weei Jye  
Chief Executive Officer  
(786) 769-7512

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