

The Honorable Robert S. Lasnik

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UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF WASHINGTON  
AT SEATTLE

IN RE CTI BIOPHARMA CORP.  
SECURITIES LITIGATION

Case No. 2:16-cv-00216-RSL

Hon. Robert S. Lasnik

**CLASS ACTION**

**JURY TRIAL DEMANDED**

**CONSOLIDATED CLASS ACTION COMPLAINT**

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**GLOSSARY OF TERMS**

1		
2	ASCO:	American Society of Clinical Oncology.
3	BAT:	Best Alternative Therapy, which serves as a comparator to the drug
4		being tested in clinical studies.
5	Bianco:	James Bianco, CTI founder and long-time president and CEO.
6	Class Period:	March 9, 2015, through February 9, 2016, inclusive.
7	Clinical hold:	An order by the FDA to the drug sponsor to terminate drug studies.
8	Comparative study:	A clinical study in which the study-drug’s safety and efficacy is
9		compared against alternative therapies or placebo.
10	Crossover:	Switching from one arm of a clinical trial to another arm; in this
11		case, “crossover” typically refers to the patient crossing over from
12		the best-available-therapy arm used in the clinical trial to the
13	CTI or the Company:	CTI BioPharma Corp., f/k/a Cell Therapeutics Inc.
14	December 2015 Offering:	The offering by CTI completed in December 2015 conducted
15		pursuant to a shelf registration statement and prospectus dated
16		November 21, 2014, filed with the SEC on Form S-3.
17	Exchange Act:	Securities Exchange Act of 1934, 15 U.S.C. §78a, et seq.
18	FDA:	U.S. Food and Drug Administration.
19	FOIA:	Freedom of Information Act, 5 U.S.C. § 552.
20	IDMC or DMC:	Independent Data Monitoring Committee or Data Monitoring
21		Committee. A committee that oversees clinical trials and reviews
22		clinical data on an ongoing basis to ensure the safety of patients
23		participating in the trial. Based on these reviews, they recommend
24		to the sponsor whether or not to continue administering an
25		experimental drug to the patients. With respect to pacritinib, it is
26		referred to as the IDMC.
	Lead Plaintiff or DAFNA:	DAFNA LifeScience, LP and DAFNA LifeScience Select, LP.
	Myelofibrosis:	A blood-related cancer that annually affects roughly 3,500 people
		in the U.S.

1 NDA: A New Drug Application filed with the FDA for the approval of a  
2 new drug.

3 October 2015 Offering: The offering by CTI completed in October 2015 conducted  
4 pursuant to a shelf registration statement and prospectus dated  
5 November 21, 2014, filed with the SEC on Form S-3.

6 Offering Materials: With respect to a particular Offering (either the October 2015  
7 Offering or the December 2015 Offering), the registration  
8 statement and prospectus, together with the applicable prospectus  
9 supplements, as well as all SEC filings incorporated therein.

10 PAC: Pacritinib. When “PAC arm” is referenced herein, it means the  
11 portion of the study in which patients are given pacritinib.

12 PERSIST trials: Two phase 3 trials designed for the study of pacritinib as a drug to  
13 treat myelofibrosis.

14 Phases of clinical trials: Refers to the phases of a clinical research for the FDA to approve a  
15 new drug product. Phase 1 study objectives focus on the dosage  
16 and provides early information on safety in healthy humans. Phase  
17 1 is intended to provide enough information to permit the design of  
18 a well-controlled scientifically valid Phase 2 study. The Phase 2  
19 objectives include determining the safety and effectiveness of the  
20 dose in patients with the target disease, and, among other things,  
21 identifies short-term adverse effects. Phase 2 is intended to  
22 provide enough information to permit the design of well-controlled  
23 scientifically valid Phase 3 studies. The Phase 3 objectives include  
24 determining the safety and effectiveness in a large population of  
25 the tested drug and an alternative (best available therapy or  
26 placebo, etc.). Phase 3 is intended to confirm information about  
safety and effectiveness of dose administration and identify drug-  
related adverse events/reactions, precautions, and drug  
interactions.

21 Plaintiffs: Lead Plaintiff DAFNA and named plaintiff, Michael Li.

22 SEC: U.S. Securities and Exchange Commission.

23 Securities Act: Securities Act of 1933, codified at 15 U.S.C. §77a, et seq.

24 Splenomegaly: A medical condition involving spleen enlargement.

25 Thrombocytopenia: A medical condition involving a reduction in platelet count.

1 Court-appointed Lead Plaintiff, DAFNA LifeScience, LP and DAFNA LifeScience  
2 Select, LP (“DAFNA” or “Lead Plaintiff”), asserts claims under Sections 11, 12(a)(2) and 15 of  
3 the Securities Act of 1933 (the “Securities Act”) individually and on behalf of all persons and  
4 entities, except Defendants and their affiliates as more particularly defined below, who  
5 purchased or otherwise acquired CTI BioPharma Corp. (“CTI” or the “Company”) securities  
6 pursuant or traceable to CTI’s October and December 2015 Offerings, and were damaged  
7 thereby.

8 Separately, Lead Plaintiff and additional plaintiff Michael Li (collectively, “Plaintiffs”)   
9 assert claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the  
10 “Exchange Act”) individually and on behalf of all persons and entities who purchased or  
11 otherwise acquired CTI securities between March 9, 2015, through February 9, 2016, inclusive  
12 (the “Class Period”), and were damaged thereby (the “Class”). Defendants, and certain other  
13 persons and entities as more particularly defined below, are excluded from the Class.

14 Plaintiffs’ allegations are based upon personal knowledge as to themselves and their  
15 actions, and upon Lead Counsel’s investigation as to all other matters. Such investigation  
16 included review and analysis of: (i) CTI’s public filings with the Securities and Exchange  
17 Commission (the “SEC”); (ii) research reports by securities and financial analysts;  
18 (iii) transcripts of CTI’s conference calls with analysts and investors; (iv) presentations, press  
19 releases, and reports; (v) news and media reports concerning the Company; (vi) data reflecting  
20 the pricing of CTI securities; (vii) consultations with relevant experts; and (viii) other material  
21 and data concerning the Company. Counsel’s investigation into the factual allegations continues,  
22 and many of the relevant facts are known only by the Defendants or are exclusively within their  
23 custody or control. Plaintiffs believe that substantial additional evidentiary support is likely to  
24 exist for the allegations set forth herein after a reasonable opportunity for further investigation or  
25 discovery.

1 **I. INTRODUCTION**

2 1. CTI is a biopharmaceutical company. Throughout the Class Period, CTI's  
3 President and Founder, Dr. James Bianco, focused investor attention on CTI's "lead drug  
4 candidate," pacritinib, which was promoted as a safe drug treatment for myelofibrosis with  
5 "blockbuster" potential. The FDA's decision whether to approve the drug (and to allow for its  
6 marketing and sale) hinged on the safety results of two Phase 3 clinical trials, known as the  
7 "PERSIST trials." The PERSIST trials were "comparative trials," meaning that patients were  
8 divided into two study groups – those who received pacritinib and those who received an  
9 alternative therapy – and the number of serious adverse events (*e.g.*, deaths, cardiac arrests) were  
10 compared between the two study groups.

11 2. As is customary, the PERSIST trials were overseen by an independent data  
12 monitoring committee, known as the "IDMC." Pharmaceutical companies have utilized data  
13 monitoring committees to oversee Phase 3 clinical trials for decades. These committees, which  
14 are comprised of three or more trained clinicians and biostatisticians appointed by the drug  
15 sponsor, review the critical Phase 3 clinical data on an ongoing basis and provide interim safety  
16 updates and, ultimately, a recommendation to the company about the study. As the FDA has  
17 explained, "[m]ost frequently, a [data monitoring committee]'s recommendation after an interim  
18 review is for the study to continue as designed." In the rare event that the data monitoring  
19 committee recommends terminating the study due to a safety concern, drug companies routinely  
20 adhere to the recommendation, disclose the recommendation, and terminate the study.

21 3. In reviewing results of comparative trials, both the FDA and data monitoring  
22 committees focus on the number of severe adverse events that patients experience in the two  
23 comparative trial groups – *i.e.*, whether a higher amount of patients that received the  
24 experimental drug die, suffer heart attacks, or report other serious adverse events. As explained  
25 by Richard A. Guarino, MD, an expert on the FDA's standards and regulations for the drug  
26 approval process, the FDA focuses on whether there is an imbalance in the number of deaths or



1 other serious adverse effects between the two comparative trial groups when it evaluates the  
2 clinical research results of a new drug. When there is an imbalance in deaths or other serious  
3 adverse events between the two study arms, the FDA will impose a “clinical hold” on the studies  
4 and, thus, the drug will not be approved for current marketing or sale. For this reason, investors  
5 also pay close attention to the information that is disclosed by drug companies about the number  
6 and types of serious adverse events in the different arms of clinical trials, such as the PERSIST  
7 trials.

8 4. During the Class Period, CTI and Defendant Bianco repeatedly described the  
9 purportedly “positive” results of the “very pivotal” PERSIST-1 trial. The Company’s SEC  
10 filings, press releases, and investor conferences each emphasized how pacritinib’s safety profile  
11 in the PERSIST-1 trial “was consistent with prior Phase 2 trials,” which they had said  
12 “demonstrated the safety, tolerability and persistence of pacritinib.” CTI and Bianco further  
13 described the supposedly limited adverse events observed in the PERSIST-1 trial, stating that “the  
14 incidence of grade 3 [adverse] events was lower than observed in Phase 2 trials” and that “very  
15 few” – only “[t]hree patients” – “discontinued therapy” while on pacritinib. In turn, investors  
16 and financial analysts singled out the drug’s “safety” and the results of the PERSIST-1 trials as  
17 reasons to buy the Company’s stock.

18 5. CTI further assured investors that the PERSIST-1 trial data showed an identical  
19 percentage of deaths between the two arms of the PERSIST-1 trials. For example, on  
20 May 30, 2015, CTI’s 24-week PERSIST-1 trial data was presented at the 2015 American Society  
21 of Clinical Oncology. During that presentation, investors were told that an identical percentage  
22 of just 1% of patients in both study arms had died. This was important to investors because, as  
23 noted above, when an imbalance exists in the number of deaths or other serious adverse events  
24 between two study arms, the FDA will impose a clinical hold on the studies.

25 6. CTI also assured investors by identifying the involvement of the IDMC in its  
26 study protocol filed with the FDA, as well as in its SEC public reports signed by Defendant

1 Bianco that purported to describe the IDMC’s findings and recommendations. As the FDA has  
2 explained, the participation of an independent data monitoring committee “increases the  
3 credibility of the trial’s conclusions.”

4 7. On the heels of CTI’s positive disclosures about pacritinib’s “safety,” CTI and  
5 Bianco offered millions of new shares of CTI common stock to investors through offerings of  
6 preferred shares that automatically converted to common stock. In the Offering Materials that  
7 CTI provided to these investors, CTI again described the purported conclusions of the IDMC and  
8 results of the PERIST-1 studies. Through these representations, CTI secured over \$100 million  
9 from investors, including Lead Plaintiff DAFNA.

10 8. As investors would ultimately learn, however, the IDMC’s findings and  
11 recommendations, as well as the results of the PERSIST-1 study, were far different than publicly  
12 reported during the Class Period. In truth, the IDMC had recommended as early as February  
13 2015 that CTI “*terminate* the PERSIST-1 trial and *hold enrollment* of new patients in the  
14 PERSIST-2 trial.” Further, the IDMC’s recommendation to stop the trials was based on “safety  
15 concerns, *including mortality*.” Despite the IDMC’s recommendation, Defendants Bianco and  
16 CTI took the unprecedented step of proceeding forward with their trials without disclosure, and  
17 misleading investors about the IDMC’s findings and recommendations.

18 9. Investors would also come to learn that the results of the PERSIST-1 studies were  
19 different than represented by Defendant Bianco and the Company. As noted above, the FDA  
20 shuts down clinical trials when there is an imbalance in the percentage of deaths or severe  
21 cardiac events between the drug-arm and the alternative therapy-arm of a clinical trial. The 24-  
22 week results of the PERSIST-1 study, which the Company had at the start of the Class Period,  
23 showed such an imbalance, with nearly twice the percentage of patients given pacritinib  
24 deceased within the first 24 weeks of the study, and almost the same imbalance in the  
25 percentages of patients suffering severe cardiac events.



1 Company's communications with the IDMC. In the midst of the SEC's investigation, which  
2 remains ongoing, CTI recently announced Bianco's unexpected and immediate "resignation."

3 \*\*\*

4 13. This Complaint is divided into two, separate parts. In the first part, Lead Plaintiff  
5 asserts claims for violations of the Securities Act of 1933, which imposes strict liability for  
6 misstatements and omissions in offering documents for newly-issued securities. For such claims,  
7 Lead Plaintiff does not need to allege, and does not allege, that Defendants acted with scienter.

8 14. In the second part of the Complaint, Plaintiffs assert claims against CTI and  
9 Defendant Bianco for violations of the Exchange Act of 1934, which imposes liability for  
10 additional misstatements and omissions that were made with scienter.

11 **II. JURISDICTION AND VENUE**

12 15. This Court has jurisdiction over the subject matter of this action pursuant to  
13 Section 27 of the Exchange Act, 15 U.S.C. § 78aa, and Section 22 of the Securities Act,  
14 15 U.S.C. § 77v. In addition, because this is a civil action arising under the laws of the United  
15 States, this Court has jurisdiction pursuant to 28 U.S.C. §§ 1331 and 1337.

16 16. Venue is proper in this District pursuant to 28 U.S.C. § 1391(b) and Section 27 of  
17 the Exchange Act, 15 U.S.C. § 78aa. Many of the acts and transactions that constitute violations  
18 of law complained of herein, including the dissemination to the public of untrue statements of  
19 material facts, occurred in this District.

20 17. In connection with the acts alleged herein, Defendants, directly or indirectly, used  
21 the means and instrumentalities of interstate commerce, including but not limited to the mails,  
22 interstate telephone communications, and the facilities of a national securities exchange.

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# SECURITIES ACT CLAIMS

1 **SECURITIES ACT CLAIMS**

2 18. The Securities Act holds signatories of registration statements, among others,  
3 strictly liable for untrue statements and omissions of material fact in certain documents provided  
4 to investors in connection with securities offerings. Claims brought under the Securities Act do  
5 not require a showing of fraud, scienter, reliance, or causation. In asserting claims under the  
6 Securities Act, Lead Plaintiff does not allege, and specifically disclaims, any allegations of fraud  
7 or intent.<sup>1</sup>

8 **A. Securities Act Parties**

9 **1. Securities Act Plaintiffs**

10 19. On September 2, 2016, the Court appointed DAFNA as Lead Plaintiff. As set  
11 forth in the accompanying certification, DAFNA purchased CTI securities pursuant or traceable  
12 to the Offerings during the Class Period and suffered damages as a result of the violations of  
13 federal securities laws alleged herein.

14 **2. Securities Act Defendants**

15 **a) Corporate Defendant**

16 20. Defendant CTI BioPharma Corp. is a biopharmaceutical corporation located in  
17 Seattle, Washington. The Company’s common stock trades under the ticker symbol “CTIC” on  
18 the NASDAQ stock exchange and on the Mercato Telematico Azionario (“MTA”) in Italy. As of  
19 October 31, 2016, there were over 280 million shares of CTI common stock outstanding.  
20 Defendant CTI is named in Count I (Section 11) and Count II (Section 12(a)(2)) of the Securities  
21 Act claims.

22  
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25 <sup>1</sup> The substantive allegations of the Securities Act section of this Complaint stand alone. The  
26 Securities Act section of the Complaint does not incorporate any allegations in the Exchange Act  
section of the Complaint (paragraphs 103-192) or the introduction to the Complaint (paragraphs  
1-12).

1                                   **b) Defendant James A. Bianco**

2           21. Defendant James A. Bianco was the principal founder, CEO and President of CTI.  
3 Defendant Bianco signed each of the Company’s registration statements and quarterly and annual  
4 reports incorporated therein, which contained the false and misleading statements and omitted  
5 material facts discussed below. Defendant Bianco is named in Count I (Section 11) and Count  
6 III (Section 15) of the Securities Act claims.

7                                   **c) The Executive Signatory Defendants**

8           22. The Securities Act imposes strict liability on company executives who sign  
9 registration statements for the offerings in which there were material misstatements or omissions  
10 in the offering documents. In addition to Defendant Bianco, the following CTI executive signed  
11 the registration statement for the Offerings and, accordingly, is liable under the Securities Act:  
12 Louis A. Bianco (“Louis Bianco”), who was CTI’s Principal Financial Officer and Principal  
13 Accounting Officer at all relevant times. The Executive Signatory Defendants are named as  
14 Defendants for Count I (Section 11) of the Securities Act claims.

15                                  **d) The Director Defendants**

16           23. The Securities Act imposes strict liability on company directors who sign  
17 registration statements for offerings in which there were material misstatements or omissions in  
18 the offering documents. In addition to Defendant Bianco, each of the following CTI directors  
19 signed the registration statement for the Offerings and, accordingly, are liable under the  
20 Securities Act: Defendants Jack W. Singer (“Singer”), Frederick W. Telling (“Telling”), Reed V.  
21 Tuckson (“Tuckson”), Phillip M. Nudelman (“Nudelman”), John H. Bauer (“Bauer”), Karen  
22 Ignagni (“Ignagni”), Richard L. Love (“Love”), and Mary O. Munding (“Munding”). The  
23 Director Defendants are named in Count I (Section 11) of the Securities Act claims.

24                                  **e) The Underwriter Defendants**

25           24. The Securities Act imposes strict liability on underwriters of offerings in which  
26 there were material misstatements or omissions in the offering documents. The following

1 investment banks were underwriters of the Offerings of CTI securities issued by way of a  
2 registration statement that contained materially untrue and misleading statements and omitted  
3 material facts: Piper Jaffray & Co. (“Piper Jaffray”), Ladenburg Thalmann & Co. Inc.  
4 (“Ladenburg Thalmann”), Roth Capital Partners, LLC (“Roth Capital”), and National Securities  
5 Corporation (“National Securities”) (collectively, the “Underwriter Defendants”). Piper Jaffray  
6 and Ladenburg Thalmann were underwriters for both of the Offerings; National Securities was  
7 an underwriter in the October 2015 Offering; and Roth Capital was an underwriter in the  
8 December 2015 Offering. The Underwriter Defendants are named in Count I (Section 11) and  
9 Count II (Section 12(a)(2)) of the Securities Act claims.

10 **B. Summary Of Factual Allegations For Securities Act Claims**

11 **1. Overview Of CTI And Its “Blockbuster” Drug Pacritinib**

12 25. CTI is a biopharmaceutical drug company that was founded 25 years ago and has  
13 been controlled by its Chief Executive Officer and President, James A. Bianco. Pacritinib was  
14 the most prominent drug in CTI’s pipeline during the Class Period. Defendant Bianco and CTI  
15 identified pacritinib as “the blockbuster [drug] for the company,” its “lead development  
16 candidate” and its “foremost investigational agent.”<sup>2</sup> In speaking with investors, Defendant  
17 Bianco “underscore[ed] the importance of [the] pacritinib program to the Company”<sup>3</sup> and  
18 repeatedly stated that it was an “attractive” and “very valuable asset for the Company.”<sup>4</sup>

19 26. On November 15, 2013, CTI announced that it had entered into a licensing  
20 agreement with Baxter International Inc. (“Baxter”) for the development and commercialization  
21 of pacritinib. Under the agreement, the two parties shared joint commercialization rights to  
22 pacritinib in the United States. The agreement called for an upfront payment to CTI of  
23

24 \_\_\_\_\_  
25 <sup>2</sup> See [https://www.youtube.com/watch?v=9\\_sdkfYs1hA](https://www.youtube.com/watch?v=9_sdkfYs1hA) (at :25); Q3 2013 Investor Call.

26 <sup>3</sup> CTI Conference Call Transcript dated April 29, 2014.

<sup>4</sup> Cell Therapeutics Transcript dated June 6, 2012.



1 \$60 million, as well as that Baxter make certain “milestone” payments to CTI related to  
2 successful achievement of certain development and commercialization accomplishments.<sup>5</sup>

3 27. Pacritinib was a once-a-day, oral drug that was supposed to safely treat  
4 myelofibrosis, which is a blood-related cancer that affects approximately 3,500 people annually  
5 in the U.S. alone.<sup>6</sup> Individuals suffering from myelofibrosis are unable to create normal blood  
6 cells from their bone marrow, which causes their blood cell production to move to their spleen.  
7 As a result, myelofibrosis patients often experience spleen enlargement, referred to as  
8 “splenomegaly.” Other symptoms from myelofibrosis include anemia, as well as a reduction in  
9 platelet count, which is also referred to as “thrombocytopenia.” Pacritinib was supposed to  
10 effectively and safely treat myelofibrosis by inhibiting the body’s JAK2 receptors.

11 28. Financial analysts covering CTI’s stock estimated that the market size for  
12 pacritinib exceeded \$2 billion, and that CTI could garner annual sales of “at least \$500 MM”  
13 from the drug.<sup>7</sup> These analysts further observed that “CTIC shares are materially dependent  
14 upon pacritinib success.”<sup>8</sup> Analysts’ valuations of the Company primarily focused on anticipated  
15 revenues from pacritinib, with analysts at Piper Jaffrey, for example, ascribing over 75% of the  
16 Company’s net present value to anticipated revenues from sales of the drug.<sup>9</sup> Similarly,  
17 Ladenburg Thalmann ascribed approximately 50% of its CTI valuation to pacritinib, which also  
18 formed the basis for its “buy” rating for the stock. Other analysts such as Roth Capital similarly  
19 stated that CTI’s entire future was likely to be determined by pacritinib.

20  
21  
22 <sup>5</sup> CTI Press Release dated November 15, 2013.

23 <sup>6</sup> Alex Lash, *CTI Goes Up, And Down, And Back Up On Phase 3 Myelofibrosis News*, Xconomy  
24 Seattle, March 9, 2015.

25 <sup>7</sup> See, e.g., H.C. Wainwright analyst reports published on August 5, 2014, October 30, 2014,  
26 March 13, 2015, and May 7, 2015.

<sup>8</sup> See, e.g., Roth Capital Partner analyst reports May 14, 2014.

<sup>9</sup> See Piper Jaffray analyst report March 9, 2015.

1           29.     CTI and Defendant Bianco touted pacritinib as safer and more effective than the  
2 best alternative therapies, including its main drug rival in the field – a drug called Jakafi  
3 produced by the company Incyte. According to Bianco, the FDA did not approve Jakafi for  
4 patients with low platelet counts. Defendant Bianco and CTI stressed to investors that Jakafi’s  
5 purportedly limited FDA approval presented a market opportunity for CTI. Specifically,  
6 Defendant Bianco and CTI told investors that pacritinib’s use for patients with low platelet  
7 counts provided it with “a differentiated efficacy and safety profile” that would “fill a gap that  
8 exists for many patients whose lives are profoundly impacted by myelofibrosis, particularly  
9 those patients with low platelet counts.”<sup>10</sup> It was thus especially important to investors that  
10 pacritinib – which had not yet been approved by the FDA – demonstrate that it was safer than the  
11 alternative therapies.

12                   **2.     The FDA Approval Process**

13           30.     As explained by Dr. Guarino, an expert in the FDA approval process, no drug may  
14 be approved for sale in the United States unless the FDA determines that it can be safely and  
15 effectively prescribed to patients for its intended use.<sup>11</sup> To obtain FDA approval, drug companies  
16 are required to prepare a new drug application, conduct clinical trials and, when the trials are  
17 completed, send the study results to the FDA for its review. If the clinical trial results show that  
18 the drug is safe and effective, the FDA is likely to approve the drug. Conversely, if the clinical

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19 <sup>10</sup> CTI Press Release dated December 5, 2015.

20 <sup>11</sup> Dr. Guarino is an expert on the FDA’s standards and regulations for the drug approval process,  
21 as well as marketing and promotion related to the sale of drugs in the United States. He has  
22 worked in the pharmaceutical industry for over 40 years. Over the course of his career, he has  
23 played numerous roles in clinical research development and marketing of drugs sold in the  
24 United States and globally. He is intimately familiar with regulations promulgated by the FDA.  
25 He has advised pharmaceutical companies on the FDA regulatory processes, including the  
26 regulations and guidelines promulgated by the FDA and the International Committee on  
Harmonization concerning how drug-related clinical research and marketing of drugs must be  
conducted. Among other things, since 1987, Dr. Guarino has authored multiple editions of the  
book entitled “New Drug Approval Process: Clinical and Regulatory Management” (Marcel  
Dekker, Inc. 1987), which is used as a text and guide by the pharmaceutical industry and medical  
schools.

1 trial results show that the drug is unsafe or ineffective, the FDA will not approve the drug and  
2 will place a hold on additional clinical trials.

3 31. There are typically three phases of clinical trials for drugs that are not yet  
4 approved by the FDA. The results of the third phase – known as “Phase 3 trials” – are the most  
5 important to the FDA and, accordingly, to investors. This is because, as the FDA has explained,  
6 “Phase 3 studies provide most of the safety data” and “[i]n previous studies, it is possible that  
7 less common side effects might have gone undetected.”<sup>12</sup>

8 32. Phase 3 trials are often “comparative studies,” in which the study-drug’s safety  
9 and efficacy is compared against alternative therapies. A primary purpose of a Phase 3  
10 comparative study is to determine whether there is a difference in the rate of serious adverse  
11 events among patients who receive the drug being tested and those given the alternative  
12 therapies.

13 33. The FDA will not approve a drug for sale, and instead will impose a clinical hold,  
14 when there is an imbalance in deaths or serious adverse events between the group of patients  
15 taking the drug being studied and the group of patients receiving the alternative therapies. As  
16 detailed in Dr. Boudes’ comprehensive study, *An Analysis of U.S. Food and Drug Administration*  
17 *Clinical Hold Orders for Drugs and Biologics*, clinical holds are “mostly motivated by a safety  
18 concern and, particularly, by a clinical safety issue.”<sup>13</sup> The most frequent reason for an FDA  
19 clinical hold order is one or more deaths and, thus, “logically, an unexpected death or an excess  
20 of deaths constitute highest risk for a clinical hold order.”<sup>14</sup> As David Gortler, a former FDA  
21 senior medical officer and drug-safety expert and consultant, explained to *The Seattle Times* in a

22 \_\_\_\_\_  
23 <sup>12</sup> <http://www.fda.gov/ForPatients/Approvals/Drugs/ucm405622.htm>.

24 <sup>13</sup> Pol F. Boudes, MD, PhD, *An Analysis of U.S. Food and Drug Administration Clinical Hold*  
25 *Orders for Drugs and Biologics: A Prospective Study Between 2008 and 2014*, Pharm. Med.  
26 (2015) Vol. 29:203. Dr. Boudes has experience as a Chief Medical Officer and in other positions  
at various therapeutics companies. He previously practiced medicine and held academic  
appointments at hospitals.

<sup>14</sup> Boudes, *supra*.

1 February 2016 interview concerning the PERSIST-1 studies, “[p]atient deaths are a rare  
2 occurrence, generally speaking, within clinical trials . . . Even one death is cause enough to shut  
3 down a clinical trial.”<sup>15</sup>

4 34. The FDA has made clear that it will order a clinical hold, and not approve a drug  
5 application, when there is an imbalance in the percentage of patients dying or suffering serious  
6 adverse events between the drug and control arm of a study. For example, in 2008, the FDA put  
7 a clinical hold on the phase III trial of GVAX, a drug aimed at treating prostate cancer, due to an  
8 imbalance in deaths between the study-drug group and the control group. Also in 2008, the  
9 FDA placed a clinical hold on the study of Alvimopan due to an observed imbalance in  
10 cardiovascular events. In 2009, the FDA halted the clinical trials of Elesclomol, a drug for the  
11 treatment of melanoma, due to an imbalance of deaths between those taking the study-drug and  
12 those taking alternate treatments. And, as another example, in 2010 the FDA halted the clinical  
13 trial for GlaxoSmithKline’s TIDE drug trials for Avandia, which targeted Type 2 diabetes, due to  
14 an observed imbalance in cardiovascular events between the drug and control arm. As Dr.  
15 Guarino has explained, “it is generally understood in the industry that the FDA will impose a  
16 clinical hold whenever there is an unfavorable imbalance in deaths or severe cardiac events  
17 between the drug and control arm of a study; an FDA hold in such situations is not only likely, it  
18 is a certainty.”

19 **3. The PERSIST-1 Study**

20 35. In January 2013, CTI began its pivotal PERSIST-1 clinical trial, which CTI  
21 described as a Phase 3 study to test the “efficacy and safety” of pacritinib.<sup>16</sup> The PERSIST-1

22 \_\_\_\_\_  
23 <sup>15</sup> Rachel Lerman, *FDA halts trial of cancer drug by Seattle’s CTI BioPharma after patients die*,  
24 The Seattle Times, Feb. 11, 2016, [http://www.seattletimes.com/business/fda-halts-cti-biopharma-](http://www.seattletimes.com/business/fda-halts-cti-biopharma-drug-trial-for-detrimental-effect-on-survival/)  
25 [drug-trial-for-detrimental-effect-on-survival/](http://www.seattletimes.com/business/fda-halts-cti-biopharma-drug-trial-for-detrimental-effect-on-survival/). David Gortler, PharmD, FCCP, served on a  
26 federal level as a medical officer for the FDA, where he advised and lead a team of professional  
FDA experts on applications and queries from drug companies. He served as an FDA front-line  
contact directly to drug companies applying for new-drug approvals and labeling supplements.  
He was previously a Senior Medical Analyst and Medical Officer in the Division of Metabolism  
and Endocrinology at the FDA in the Office of New Drugs.

1 study was a comparative study, with the participants receiving either pacritinib (the “PAC arm”)  
2 or the best alternative therapy (the “BAT arm”). It was a randomized 2:1 study, meaning that  
3 approximately two-thirds of the 327 patients enrolled in the study received pacritinib (and, thus,  
4 were in the PAC arm) and one-third of the patients received the best alternative therapy (and,  
5 thus, were in the BAT arm).<sup>17</sup> The study was limited to patients expected to live longer than at  
6 least 6 months, and excluded anyone who suffered from a cardiovascular disease.<sup>18</sup>

7 36. The safety results from the Phase 3 PERSIST-1 study were important to CTI’s  
8 stock price. CTI stated in its SEC filings that the PERSIST-1 study was the Company’s “pivotal  
9 Phase 3 trial of pacritinib,” and Defendant Bianco referred to the PERSIST-1 study as a “very big  
10 pivotal outcome” for the Company.<sup>19</sup> Additionally, in its Form 10-K filed March 12, 2015, CTI  
11 stated under “Item 1. Business, Overview” that one of the two business items it was “primarily  
12 focused on” in 2015 was “conducting a Phase 3 clinical trial program of pacritinib.” Securities  
13 analysts likewise appreciated the significance of the PERSIST-1 study, with analysts at  
14 Ladenburg Thalmann, for example, reporting that it “would be very positive” if the PERSIST-1  
15 results comported with CTI’s Phase II trials, which the Company had said showed no safety  
16 concerns.<sup>20</sup>

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21 <sup>16</sup> See, e.g., Cell Therapeutics Press Release dated January 9, 2013.

22 <sup>17</sup> Patients were allowed to “crossover” from the BAT arm to the PAC arm after 24 weeks or  
23 upon disease progression prior to week 24. CTI Press Release dated March 9, 2015.

24 <sup>18</sup> Pacritinib PERSIST study protocol.

25 <sup>19</sup> See, e.g., CTI Press Release dated October 29, 2014, attached to its SEC Form 8-K; *see also A*  
26 *Conversation with CTI’s James Bianco, Part I*, Puget Sound Business Journal, Aug. 31, 2012  
<http://www.bizjournals.com/seattle/news/2012/08/31/a-conversation-with-ctis-jim-bianco.html>.

<sup>20</sup> Ladenburg Thalmann Analyst Reports, including dated March 13, 2015.

1                                   **4.     CTI Misleads Investors About The Results Of**  
2                                   **PERSIST-1 And Pacritinib’s “Safety Profile”**

3             37.     Beginning in March 2014, CTI told investors through a series of SEC filings  
4 about the “positive” results for the PERSIST-1 study, which provided assurances about the  
5 “safety profile of the drug.” According to the Company’s filings, “[t]he safety profile in the  
6 [PERSIST-1] trial was consistent with prior Phase 2 trials,” and “the incidence of grade 3 events  
7 was lower than observed in Phase 2 trials.”<sup>21</sup> The Phase 2 safety trials, meanwhile, had been  
8 previously heralded by the Company in its SEC filings and elsewhere as successful in  
9 demonstrating the “safety, tolerability and persistence of pacritinib.”<sup>22</sup> As the Company  
10 explained, the Phase 2 safety trials showed that “[e]ven patients with initial platelet counts of less  
11 than 50,000, a high risk population, tolerated therapy and maintained stable blood and platelet  
12 counts, and did not require dose reduction of thrombocytopenia.”<sup>23</sup>

13             38.     The Company’s Class Period SEC filings also discussed the supposedly limited  
14 adverse events suffered by patients treated with pacritinib during PERSIST-1, stating, among  
15 other things, that “the incidence of grade 3 events was lower than observed in Phase 2 trials” and  
16 that “very few patients discontinued treatment while on pacritinib or required a dose  
17 reduction.”<sup>24</sup> The Company’s SEC filings also purported to disclose detailed information about  
18 the adverse events observed, noting for example that “[g]astrointestinal symptoms were the most  
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20  
21

22             <sup>21</sup> CTI SEC Form 10-K filed March 12, 2015.

23             <sup>22</sup> See, e.g., Cell Therapeutics Press Release dated July 31, 2013 (under heading “New Data  
24 Presentation on Pacritinib’s Safety Profile”: “Reported results from pooled integrated safety  
25 analysis from four Phase 1 and 2 clinical studies that demonstrated the safety, tolerability and  
persistence of pacritinib, CTI’s novel, oral JAK2/FLT3 inhibitor, in patients with myelofibrosis  
at the European Hematology Association Congress.”)

26             <sup>23</sup> Q3 2013 Cell Therapeutics, Inc. Earnings Conference Call Transcript dated October 30, 2013.

<sup>24</sup> CTI SEC Form 10-K filed March 12, 2015.

1 common adverse events and typically lasted for approximately one week” and that “[t]here were  
2 no Grade 4 gastrointestinal events reported.”<sup>25</sup>

3 39. In October and December 2015, CTI issued over \$100 million in new shares. In  
4 selling these new shares, the Company prepared “Offering Materials,” which consisted of the  
5 registration statement, prospectuses, and prospectus supplements. The prospectus supplements  
6 purported to describe the results of the PERSIST-1 trial, including how only a “limited number  
7 of patients discontinued treatment due to side effects,” and that the “data from PERSIST-1  
8 showed that compared to best available therapy (exclusive of a JAK inhibitor)[,] pacritinib  
9 therapy resulted in a significantly higher proportion of patients with ... control of disease-related  
10 symptoms.”<sup>26</sup> The Offering Materials also specifically incorporated by reference the 2015 SEC  
11 filings discussed below in paragraphs 66-67 and 73, including their purported description of the  
12 PERSIST-1 safety results and how “very few patients discontinued treatment while on pacritinib  
13 or required a dose reduction.”<sup>27</sup>

14 40. Analysts and investors responded favorably to the Offering Materials. After CTI  
15 issued its October 2015 Prospectus Supplement, financial analysts at Ladenburg Thalmann  
16 reiterated their “buy” recommendation, highlighting the purportedly positive data from the  
17 pacritinib studies.<sup>28</sup> Likewise, shortly after the issuance of the December 2015 Prospectus  
18 Supplement, financial analysts at Piper Jaffray repeated that “side effects from pacritinib appear  
19 to be mild, most commonly involving transient [gastrointestinal] symptoms, and the company  
20 has presented analyses demonstrating improved patient reported outcomes and [quality of life]

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24 <sup>25</sup> CTI SEC Forms 10-Q filed August 6, 2015 and November 5, 2015.

25 <sup>26</sup> CTI Prospectus Supplements dated October 27, 2015, and December 4, 2015.

26 <sup>27</sup> CTI SEC Form 10-K filed March 12, 2015.

<sup>28</sup> Ladenburg Thalmann Analyst Report dated November 6, 2015.

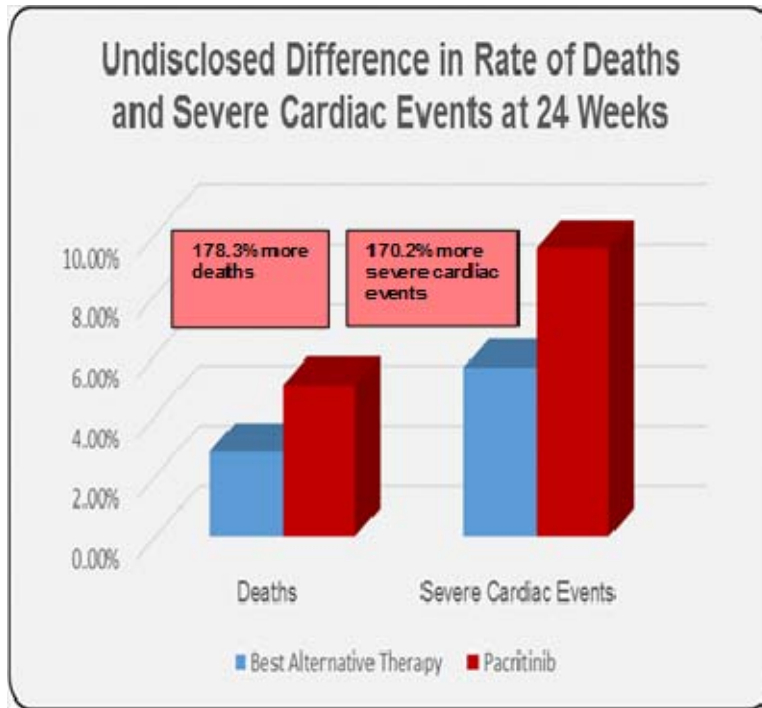
1 while on pacritinib.”<sup>29</sup> Through these Offering Materials, CTI successfully sold all of the stock  
2 that it offered, securing over \$100 million in proceeds.

3 41. Unknown to investors who purchased CTI shares in the Offerings, the Company’s  
4 representations about PERSIST-1 and pacritinib’s “safety” were false, misleading and omitted  
5 material information. In truth, as the FDA would explain when it imposed its clinical hold after  
6 reviewing the study results, there was “excess mortality and other adverse events in pacritinib-  
7 treated patients compared to the control arm in the PERSIST-1 trial.”<sup>30</sup> Indeed, in discussing the  
8 results for the PERSIST-1 clinical study, CTI and Defendant Bianco did not tell investors that  
9 almost twice the percentage of patients treated with pacritinib died within the first 24 weeks on  
10 the drug, as compared to those given the alternative treatment. CTI and Defendant Bianco also  
11 did not disclose to investors that was an imbalance in the percentage of severe cardiac events  
12 among the two study groups (grades 3 and 4 cardiac events), with patients receiving pacritinib  
13 also suffering nearly twice the percentage of severe cardiac events. Specifically, 11 of the 220  
14 patients that took pacritinib died within the first 24 weeks, as compared to only 3 of the 107  
15 patients who received the alternative treatment; and 21 of the patients who received pacritinib  
16 suffered severe cardiac events within the first 24 weeks, compared to only 6 patients who  
17 received alternative therapies. The undisclosed results are reflected in the below chart:

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26 <sup>29</sup> Piper Jaffray Analyst Report dated November 2, 2015.

<sup>30</sup> CTI Press Release dated February 8, 2016.





42. These results were not provided to investors; however, they were seen by the IDMC for the PERSIST-1 study, as discussed below. When the IDMC saw the data in February 2015, they expressed concerns to CTI and President Bianco about the drug’s safety, including concerns about the “mortality,” and recommended that CTI terminate the PERSIST-1 study and hold enrollment in PERSIST-2, which was CTI’s second planned Phase 3 trial for pacritinib. CTI and its President Bianco instead pressed onward with the trials and the Offerings, disclosing only the supposed “positive” safety results of the PERSIST-1 study and never disclosing until after the Class Period the critical imbalance in deaths and cardiac events between the two groups of patients.

**5. CTI Misleads Investors About The IDMC’s Findings**

43. CTI’s study protocol for pacritinib, which was posted on the FDA’s website, assured patients and investors that PERSIST-1 was overseen by an “independent data monitoring

1 committee.”<sup>31</sup> Data monitoring committees have been regularly used for Phase 3 trials for  
2 decades.<sup>32</sup> As the FDA has explained, it is important for the credibility of the studies for a drug  
3 company to use an independent data monitoring committee to oversee its Phase 3 clinical  
4 studies. When properly used, a data monitoring committee provides “additional, independent  
5 oversight that would enhance safety of study participants and the credibility of the product  
6 development.”<sup>33</sup> Industry participants have similarly recognized that data monitoring  
7 committees are critical “to preserve the integrity and credibility of the trial.”<sup>34</sup> This all assumes,  
8 of course, that the data monitoring committee is properly used. As Dr. Guarino has explained,  
9 “use of a data monitoring committee does not improve the credibility and objectivity of a study if  
10 the drug company rejects the data monitoring committee’s safety findings and  
11 recommendations.”

12 44. Data monitoring committees are “composed of clinicians with expertise in  
13 relevant clinical specialties and at least one biostatistician knowledgeable about statistical  
14 methods for clinical trials and sequential analysis of trial data.”<sup>35</sup> Data monitoring committees  
15 are responsible for reviewing safety results as the trial progresses, assuring safety of the  
16 participants and assessing efficacy of the drug. “The most important responsibility of the [data  
17 monitoring committee] is the performance of ongoing reviews of the evolving safety and efficacy  
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19 <sup>31</sup> Available at  
<https://clinicaltrials.gov/ct2/show/record/NCT01773187?term=pacritinib+AND+CTI&rank=1>.

20 <sup>32</sup> Susan S. Ellenberg, PhD, David L. DeMets, Thomas R. Fleming, *Data Monitoring Committees*  
21 *in Clinical Trials: A Practical Perspective*, p. 5 (John Wiley & Sons 2002).

22 <sup>33</sup> FDA – Regulatory Information, available at <http://www.fda.gov/RegulatoryInformation/Guidances/ucm127069.htm>, at p. 23.

23 <sup>34</sup> Ellenberg, *supra*, at p. 14. Dr. Ellenberg explained, “The primary responsibilities of a data  
24 monitoring committee are to: (i) safeguard the interests of study patients; (ii) preserve the  
25 integrity and credibility of the trial in order that future patients may be treated optimally; and (iii)  
ensure that definitive and reliable results be available in a timely way to the medical  
community.”

26 <sup>35</sup> FDA – Regulatory Information, available at <http://www.fda.gov/RegulatoryInformation/Guidances/ucm127069.htm>, at p. 8.

1 data by intervention group.”<sup>36</sup> In conducting its safety reviews, the data monitoring committee is  
2 privy to interim comparisons and, thus, has “the clearest picture of the emerging balance of risks  
3 and benefits within the trial.”

4 45. After reviewing the study results, the data monitoring committee makes  
5 recommendations to the drug company “sponsoring” the study. As the FDA has explained, “[a]  
6 fundamental responsibility of a [data monitoring committee] is to make recommendations to the  
7 sponsor ... concerning the continuation of the study.”<sup>37</sup> A data monitoring committee will make  
8 one of five recommendations: (i) continuation of the study; (ii) continuation of the study with  
9 minor modifications; (ii) continuation of the study with major modifications; (iii) temporary  
10 suspension of patient enrollment in the study; (iv) study intervention until some uncertainty is  
11 resolved; or (v) a complete stop of the study.

12 46. Data monitoring committees rarely recommend that a drug company terminate a  
13 clinical trial. As the FDA has explained, “[m]ost frequently, a DMC’s recommendation after an  
14 interim review is for the study to continue as designed.”<sup>38</sup> Professor of Biostatistics at the  
15 University of Pennsylvania, Susan S. Ellenberg, PhD, in her manuscript titled “*Data Monitoring*  
16 *Committees in Clinical Trials*,” similarly observed that “a large majority of trials monitored by  
17 DMCs proceed, without early termination.”<sup>39</sup> Dr. Guarino likewise explains that “it is rare,  
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19 <sup>36</sup> Ellenberg, *supra*, at p. 29.

20 <sup>37</sup> FDA – Regulatory Information, available at <http://www.fda.gov/RegulatoryInformation/Guidances/ucm127069.htm>, at p. 24.

21 <sup>38</sup> FDA – Regulatory Information, available at <http://www.fda.gov/RegulatoryInformation/Guidances/ucm127069.htm>, at p. 24.

22 <sup>39</sup> Ellenberg, *supra*, at p. 34. Dr. Ellenberg focuses her research on practical problems and  
23 ethical issues in designing, conducting and analyzing data from clinical trials, including  
24 surrogate endpoints, data monitoring committees, clinical trial designs, adverse event  
25 monitoring, vaccine safety and special issues in cancer and AIDS trials. In addition to teaching,  
26 she serves as a senior statistician for several multicenter clinical trials and directs the  
Biostatistics Core of the Penn Center for AIDS Research. Prior to her current position, Dr.  
Ellenberg served as a Director in the Office of Biostatistics and Epidemiology in the Center for  
Biologics Evaluation and Research at the FDA.

1 indeed, for a data monitoring committee to identify safety concerns that warrant a  
2 recommendation that a drug company terminate a study.”

3 47. In the event that a data monitoring committee takes the rare step of  
4 recommending that a drug company stop its Phase 3 trial due to safety concerns, the industry  
5 practice is to adhere to that recommendation. Dr. Guarino has explained that, “in my over 40  
6 years in the pharmaceutical industry, I’ve never seen a company that has failed to follow a data  
7 monitoring committee’s recommendation to stop a trial due to safety concerns. It’s absolutely  
8 unheard of in our industry.” In a published discussion piece in the journal *Statistics in Medicine*,  
9 Jay Herson, PhD, Professor in Biostatistics at Johns Hopkins University, stated that “[i]t would  
10 be difficult to believe that a sponsor would put itself in that situation” of overturning a data  
11 monitoring committee’s recommendation to stop a trial, particularly because it would present  
12 “liability issues – for example, if there was any kind of serious toxicity or death.”<sup>40</sup> And Duke  
13 University Professor of Biostatistics Dr. Stephen L. George reported in his *Survey of Monitoring  
14 Practices in Cancer Clinical Trials* that, when he surveyed the National Cancer Institute’s 12  
15 cooperative clinical groups responsible for hundreds of Phase 3 trials, he found that “[n]o group  
16 reported any trial in which the recommendation of the DMC to terminate or modify a trial was  
17 not adopted.”<sup>41</sup>

18 48. Consistent with these accounts, companies have repeatedly adhered to a data  
19 monitoring committee’s recommendations to terminate their studies. For example, in

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20 <sup>40</sup> Jay Herson, PhD, *Discussion*, *Stat. in Med.*, Vol. 12, 493-495 (1993). Jay Herson works as a  
21 consultant or data monitoring committee member for several pharmaceutical, biotech and  
22 medical device firms. He also serves as a Senior Associate in Biostatistics, with a joint  
23 appointment in the Center for Clinical Trials, at Johns Hopkins Bloomberg School of Public  
24 Health, Baltimore. He previously formed a contract research organization that provided data  
management, biostatistical and regulator services on clinical trials for pharmaceutical,  
biotechnology and medical device firms.

25 <sup>41</sup> Stephen L. George, PhD, *A Survey of Monitoring Practices in Cancer Clinical Trials*, *Stat. in  
26 Med.*, Vol. 12, 435-450 (1993). Stephen L. George is a Director of Biostatistics for the Duke  
Comprehensive Center. He has authored several books on clinical trials, translational science,  
and prognostic and predictive models.

1 November 2015, the drug company Derma Sciences, Inc. followed the recommendation of its  
2 data monitoring committee to terminate the Phase 3 trial for its treatment of diabetic foot ulcers.  
3 In January 2016, Teva Pharmaceutical and Active Biotech followed the recommendation of their  
4 data monitoring committee to stop the Phase 3 trial of their multiple sclerosis treatment drug in  
5 light of data showing an imbalance in non-fatal cardiovascular side effects between the drug and  
6 control arm. In February 2016, Peregrine Pharmaceuticals followed the recommendation of its  
7 data monitoring committee to end its Phase 3 trials due to patient deaths in the drug arm of the  
8 trial. In June 2016, Galena Biopharma Inc. followed the recommendation of its data monitoring  
9 committee to terminate the Phase III trials of NeuVax. And, in July 2016, Tokai Pharmaceuticals  
10 Inc. followed the recommendation by its data monitoring committee to stop its Phase 3  
11 ARMOR3-SV clinical trials.

12 49. Unknown to CTI investors until after the Class Period, the data monitoring  
13 committee for the pacritinib studies initially recommended in February 2015 that CTI “terminate  
14 the PERSIST-1 trial and hold enrollment of new patients in the PERSIST-2 trial.”<sup>42</sup> The IDMC’s  
15 recommendation was based on the “safety concerns, including mortality, in patients on  
16 pacritinib” – *i.e.*, the very reasons why the FDA would impose a clinical hold on the PERSIST  
17 studies nearly a year later. *Id.* The IDMC’s initial recommendation was delivered to CTI in  
18 February 2015 and made final in June 2015, following the Company’s review of the unblinded  
19 safety results showing the higher percentage of deaths in the pacritinib group. *Id.*  
20 Notwithstanding the IDMC’s “safety concerns, including mortality, in patients on pacritinib,”  
21 CTI did not follow the recommendation to stop the PERSIST-1 study.<sup>43</sup> Rather, the Company  
22 “decided to discharge” the members of the original IDMC due to supposed “concerns about the  
23 original IDMC’s impartiality.” *Id.*

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26 <sup>42</sup> CTI SEC Form 10-Q dated May 10, 2016.

<sup>43</sup> *Id.*

1           50.       Meanwhile, during the Class Period, investors were misled into believing that the  
2 PERSIST-1 studies were overseen by an independent data monitoring committee, and that the  
3 committee suggested just one, minor modification to the study protocol in June 2015. Indeed,  
4 CTI’s description in the prospectus supplements and other SEC filings during the Class Period  
5 mentioned only that the IDMC had “recommended patients on the best available therapy arm  
6 should not crossover to receive pacritinib due to non-statistically significant safety concerns in  
7 patients who crossover after 24 weeks, which crossover confounds evaluation of survival.”<sup>44</sup>  
8 Significantly, its disclosures did not tell investors that:

- 9           • The IDMC had actually recommended in early 2015 that CTI “*terminate* the PERSIST-1  
10 trial and *hold enrollment* of new patients in the PERSIST-2 trial”<sup>45</sup>;
- 11           • The IDMC’s recommendation was based on safety concerns including the “*mortality*, in  
12 patients on pacritinib,” *id.*; and
- 13           • CTI “discharge[d]” the original members of the IDMC after the original IDMC made its  
14 findings. The purported reason for the firing was supposed “concerns about the original  
15 IDMC’s impartiality.” *Id.*

15           51.       Here, in a sharp departure with industry norms, CTI did *not* follow the IDMC’s  
16 recommendation, did *not* disclose the IDMC’s recommendation to terminate the studies and,  
17 additionally, *falsely reported* that the IDMC had recommended just a minor tweak to the trial  
18 design when, in fact, the IDMC had recommended the complete termination of the studies due to  
19 “safety concerns, *including mortality*, in patients on pacritinib.”<sup>46</sup> Indeed, CTI itself implicitly  
20 recognized that its Class Period disclosures were incomplete and misleading when it disclosed in  
21 a May 10, 2016 SEC filing – over a year after the fact – that the IDMC had “safety concerns,  
22 including mortality, in patients on pacritinib” that warranted immediately terminating the  
23 PERSIST studies in February 2015.

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24 <sup>44</sup> CTI Supplemental Prospectus dated October 27, 2015; CTI SEC Form 10-Q filed  
25 November 5, 2015.

26 <sup>45</sup> CTI SEC Form 10-Q filed May 10, 2016.

<sup>46</sup> *Id.*

1                   **6.     The FDA Imposes A Clinical Hold On Pacritinib**  
2                   **And The SEC Commences An Investigation**

3                   52.     In early 2016, the FDA reviewed the PERSIST-1 trial results. It found – just like  
4 the IDMC had a year earlier – “excess mortality and other adverse events in pacritinib-treated  
5 patients compared to the control arm in the PERSIST-1 trial.”<sup>47</sup> Accordingly, on  
6 February 8, 2016, the Company disclosed that the FDA imposed a hold on the PERSIST-1 trial  
7 and instructed CTI that “clinical investigators may not enroll new patients or start pacritinib as  
8 initial or crossover treatment, and patients not deriving benefit after 30 weeks of pacritinib  
9 treatment should stop using pacritinib.” *Id.*

10                  53.     One day later, on February 9, the FDA elevated its clinical hold of PERSIST-1 to  
11 a “full clinical hold” on all Phase 3 studies. The FDA’s clinical hold order, which was issued  
12 pursuant to 21 C.F.R. § 312.42, required a complete stop of all clinical work. As CTI has  
13 acknowledged, “[u]nder the full clinical hold, all patients currently on pacritinib must  
14 discontinue pacritinib immediately and no patients can be enrolled or start pacritinib as initial or  
15 crossover treatment.”<sup>48</sup> The FDA’s full clinical hold was again based on the imbalance in deaths  
16 among the study arms, which showed that pacritinib had “a detrimental effect on survival,” with  
17 deaths from “intracranial hemorrhage, cardiac failure and cardiac arrest.” *Id.* CTI announced  
18 that it had withdrawn its New Drug Application, and that the FDA had recommended that the  
19 Company request a meeting prior to submitting a response to the full clinical hold.

20                  54.     Investors were stunned by CTI’s disclosures about pacritinib’s true safety profile  
21 and the undisclosed results of the PERSIST clinical studies. When the news broke, the price of  
22 CTI shares plummeted by over **73%** in just two business days, erasing over **\$229 million** in  
23 market value. Biotech columnist Adam Feuerstein summed up investor sentiment in a February  
24 2016 article titled *Despite Many Drug Blowups, CTI Bio CEO Bianco Turns S--t Into Gold for*

25 \_\_\_\_\_  
26 <sup>47</sup> CTI Press Release dated February 8, 2016.

<sup>48</sup> CTI Press Release dated February 9, 2016.

1 *Himself*, in which he explained how the recent revelations were a “blowup” for CTI, with “the  
2 chance [that] CTI Bio resurrects pacritinib ... slim to none.” As Mr. Feuerstein explained, the  
3 FDA’s clinical hold was the product of “alarming safety problems” evident in the previously-  
4 undisclosed PERSIST-1 trial results.

5 55. In the aftermath, CTI recently announced that the SEC has been investigating, and  
6 continues to investigate, the Company’s disclosures concerning pacritinib and the IDMC.  
7 Through a Freedom of Information Act (“FOIA”) request, Plaintiffs have learned that the SEC  
8 began its non-public investigation into CTI’s disclosures in early August 2015. On  
9 October 23, 2015, the SEC sent a letter to the FDA’s Center for Drug Evaluation and Research  
10 requesting “files and records maintained by the [FDA] that concerned CTI and, more  
11 specifically, those documents that relate to Pacritinib,” as well as the opportunity to “informally  
12 interview or discuss with FDA employees” CTI and pacritinib. Next, in January 2016, the SEC  
13 issued a subpoena directly to CTI requesting internal and external communications related to the  
14 PERSIST trials, as well as “communications with the independent data monitoring committee, or  
15 IDMC.” As CTI belatedly revealed in a May 10, 2016 SEC filing, the “SEC [has been] seeking  
16 to determine whether there have been possible violations of the antifraud and certain other  
17 provisions of the federal securities laws related to the Company’s disclosures concerning, among  
18 other things, the clinical test results of pacritinib.”<sup>49</sup>

19 56. In its May 10, 2016 Form 10-Q for the quarter ending March 31, 2016, CTI  
20 admitted that over a year earlier, in February 2015, the IDMC found that CTI should “terminate  
21 the PERSIST-1 trial and hold enrollment of new patients in the PERSIST-2 trial.” The IDMC’s  
22 recommendation was based on the “safety concerns, including mortality, in patients on  
23 pacritinib” (*i.e.*, the very reasons why the FDA would impose a clinical hold on the PERSIST  
24 studies nearly a year later). The IDMC’s recommendation was delivered to CTI in  
25 February 2015 and made final in June 2015, following the Company’s review of the unblinded

26 \_\_\_\_\_  
<sup>49</sup> CTI SEC Form 10-Q filed May 10, 2016.



1 safety results. As discussed above, notwithstanding the IDMC’s concerns about the imbalance in  
2 patient deaths, CTI and Defendant Bianco took the unprecedented step of failing to follow the  
3 IDMC’s recommendation to stop the PERSIST-1 study. Rather, they “decided to discharge” the  
4 members of the original IDMC due to purported “concerns about the original IDMC’s  
5 impartiality.”

6 57. With the SEC’s investigation still ongoing, CTI’s longtime founder and President  
7 for 25 years, Defendant Bianco, unexpectedly announced his immediate “resignation” from the  
8 Company. In response, *The Seattle Times* described how Bianco received compensation in 2015  
9 of \$7.1 million, which placed him the 13th highest paid CEO in the entire Pacific Northwest,  
10 notwithstanding that “the company [has] never earned an annual profit” and “faces an SEC  
11 inquiry concerning [its pacritinib] disclosures.”<sup>50</sup>

12 58. To this day, CTI’s pacritinib remains under the FDA’s full clinical hold. CTI has  
13 not resubmitted its application following the FDA’s hold order. Nor has CTI submitted final  
14 study reports or datasets for its two studies PERSIST-1 and PERSIST-2. In addition, CTI also  
15 has not conducted additional Phase 2 dose exploration studies for pacritinib in patients with  
16 myelofibrosis, despite the FDA’s recommendation to do so.

17 59. Recently, in September 2016, CTI received notice that Shire plc terminated the  
18 licensing and commercialization agreement with CTI for pacritinib.<sup>51</sup> As the *Puget Sound*  
19 *Business Journal* explained in its October 25, 2016 report, the “collapse” of CTI and Baxter’s  
20 agreement is the “latest setback for CTI.” Indeed, “CTI BioPharma has gone through more than  
21 \$2 billion of investors’ money over its 24-year history” and has “nothing to show for it.”<sup>52</sup>

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23 <sup>50</sup> Rami Grunbaum, *CEO Bianco Retires After 25 Years Running Profitless CTI BioPharma*, *The*  
24 *Seattle Times*, Oct. 3, 2016.

25 <sup>51</sup> Under CTI’s 2013 agreement with Baxter, Baxalta Inc. was assigned Baxter’s rights and  
obligations under the agreement. Baxalta was subsequently acquired by Shire plc.

26 <sup>52</sup> Casey Coombs, *CTI BioPharma Has ‘Nothing Left Of Value In The Pipeline’ After Deal*  
*Collapse, Analyst Says*, *Puget Sound Business Journal*, Oct. 25, 2016.

1           60.     The price of CTI’s stock price has never recovered since the Class Period, and  
2 today is 77% below its average price during the Class Period.

3           **C.     Misleading Statements And Omissions In Violation Of The Securities Act**

4           61.     The October 2015 Offering and the December 2015 Offering were conducted  
5 pursuant to a “shelf” registration statement and prospectus dated November 21, 2014, filed with  
6 the SEC on Form S-3. The Registration Statement and Prospectus, together with the applicable  
7 prospectus supplements, as well as all SEC filings incorporated therein, are collectively referred  
8 to herein, as applicable to each Offering, as the “Offering Materials” or the “Registration  
9 Statement,” unless otherwise indicated.

10           **1.     The October 2015 Offering**

11           62.     On October 27, 2015, CTI filed a Prospectus Supplement (the “October 2015  
12 Prospectus Supplement”) in connection with its \$50 million offering of 50,000 shares of Series  
13 N-1 Preferred Stock, and 40 million shares of common stock issuable upon conversion thereof.<sup>53</sup>  
14 Through the October 2015 Offering, the Company sold all 50,000 preferred shares, which were  
15 converted to 40 million common stock shares, for net proceeds to the Company of approximately  
16 \$46.7 million.

17           63.     The October 2015 Prospectus Supplement purported to describe the safety results  
18 from the PERSIST-1 trial, including the number of adverse events experienced by participants  
19 given pacritinib. It stated, among other things, that only “[a] limited number of patients  
20 discontinued treatment due to side effects” and highlighted, for example, how “[t]here were no  
21 Grade 4 gastrointestinal events reported.”

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24 \_\_\_\_\_  
25 <sup>53</sup> No later than the 30th day after the original issuance date, “all outstanding shares of Series N-1  
26 Preferred Stock . . . automatically convert[ed] into the number of shares of [CTI’s] common  
stock determined by dividing the aggregate stated value of the Series N-1 Preferred Stock being  
converted by the conversion price then in effect.” The initial per share conversion price was set  
as \$1.25, subject to specified adjustments under certain circumstances.

1           64.     The Prospectus Supplement also purported to describe the IDMC’s findings for  
2     pacritinib. On this subject, the Prospectus Supplement stated only that “[t]he Independent Data  
3     Monitoring Committee, or IDMC, for the PERSIST program recommended patients on the best  
4     available therapy arm should not crossover to receive pacritinib due to non-statistically  
5     significant safety concerns in patients who crossover after 24 weeks, which crossover confounds  
6     evaluation of survival.” However, as discussed above, this description of the IDMC’s conclusion  
7     and recommendation was false and misleading and omitted material information because (i) the  
8     IDMC had safety concerns of “*mortality*, in patients on pacritinib”; (ii) the results of the  
9     PERSIST-1 trial showed an unfavorable imbalance in the number of deaths between those  
10    patients given pacritinib and those provided alternative therapies; (iii) the imbalance of deaths in  
11    the pacritinib group led the IDMC to recommend that the Company *terminate* the PERSIST-1  
12    trial and hold enrollment of PERSIST-2; and (iv) Defendants *rejected* the IDMC’s termination  
13    recommendations.

14           65.     The Prospectus Supplement also specifically incorporated by express reference  
15    the following SEC filings made by CTI: the 2014 annual report on Form 10-K filed on  
16    March 12, 2015, and amended on April 30, 2015 (the “2014 Form 10-K); and the quarterly  
17    reports on Form 10-Q filed on May 6, 2015, and August 6, 2015.

18           66.     The 2014 Form 10-K, which was incorporated into the October 2015 Prospectus  
19    Supplement, discussed the purported “safety profile” of pacritinib, assuring investors that the  
20    safety results of PERSIST-1 were “consistent with prior Phase 2 trials” and that “the incidence of  
21    grade 3 events was lower than observed in Phase 2 trials.” The 2014 Form 10-K also purported  
22    to describe the “adverse events” that occurred during PERSIST-1, stating among other things that  
23    “very few patients discontinued treatment while on pacritinib or required a dose reduction.”  
24    CTI’s quarterly report for Second Quarter 2015, filed on Form 10-Q on August 6, 2015, which  
25    was also incorporated by reference in the October 2015 Prospectus Supplement, contains similar  
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1 statements regarding the purported results of the pacritinib studies and supposedly limited  
2 instances and types of side effects.

3 67. The August 6, 2015 Form 10-Q, like the Prospectus Supplement in which it was  
4 incorporated by reference, also touted pacritinib's purported safety profile and the results of the  
5 PERSIST-1 study, stating that only "[a] limited number of patients discontinued treatment due to  
6 side effects" and that "[t]here were no Grade 4 gastrointestinal events reported."

7 68. The statements identified above in paragraphs 62-67 about pacritinib's "safety  
8 profile" and the PERSIST-1 trial results were false and misleading because, in reality, the  
9 PERSIST-1 results showed an imbalance in the rates of death and serious cardiac events between  
10 the two study arms. Nearly twice the percentage of patients treated with pacritinib died within  
11 the first 24 weeks of the study, and almost the same imbalance existed in the percentages of  
12 patients suffering severe cardiac events in the first 24 weeks. Once Defendants chose to make  
13 representations about pacritinib's "safety profile" and the PERSIST-1 trial results, they were  
14 bound to do so in a manner that would not mislead investors.

15 69. The statements identified above in paragraphs 62-67 also omitted material facts,  
16 including that (i) there was an imbalance in the rates of death and serious cardiac events between  
17 the two study arms of the PERSIST-1 trial, with nearly twice the percentage of patients treated  
18 with pacritinib deceased within the first 24 weeks of the study, and almost the same imbalance of  
19 severe cardiac events; (ii) the IDMC recommended that CTI terminate the PERSIST-1 study and  
20 stop enrollment in PERSIST-2 due to concerns about patient deaths on pacritinib; and (iii) CTI  
21 did not follow the IDMC's recommendation to stop the studies but, instead, "decided to  
22 discharge" the IDMC due to supposed concerns about the "impartiality" of the original IDMC.

## 23 **2. The December 2015 Offering**

24 70. On December 4, 2015, CTI filed a Prospectus Supplement (the "December 2015  
25 Prospectus Supplement") in connection with its \$55 million offering of 55,000 shares of N-2  
26 Preferred Stock, and approximately 50 million shares of common stock issuable upon conversion

1 thereof.<sup>54</sup> Through the December 2015 Offering, the Company sold all 55,000 shares of  
2 preferred stock, which were converted to 50 million common stock shares, for net proceeds to  
3 the Company of approximately \$52.8 million.

4 71. The December 2015 Prospectus Supplement repeated the statements from the  
5 October 2015 Offering Materials concerning the results from the PERSIST-1 trial. It also  
6 provided the purported safety results from the PERSIST-1 trial, stating that only “a limited  
7 number of patients discontinued treatment due to side effects” and highlighting, for example, that  
8 “[t]here were no Grade 4 gastrointestinal events reported.”

9 72. The December 2015 Prospectus Supplement also incorporated by express  
10 reference the following SEC filings made by CTI, among others: the 2014 Form 10-K; the  
11 quarterly reports filed on Form 10-Q, which were filed on May 6, 2015, August 6, 2015, and  
12 November 5, 2015.

13 73. As discussed above at paragraph 66, the 2014 Form 10-K, which was  
14 incorporated into the December 2015 Prospectus Supplement, discussed the purported “safety  
15 profile” of pacritinib, assuring investors that the results of PERSIST-1 were “consistent with  
16 prior Phase 2 trials” and that “the incidence of grade 3 events was lower than observed in Phase  
17 2 trials.” The 2014 Form 10-K also purported to describe the “adverse events” that occurred  
18 during PERSIST-1, stating among other things that “very few patients discontinued treatment  
19 while on pacritinib or required a dose reduction.” CTI’s quarterly reports filed on Form 10-Q on  
20 August 6, 2015, and November 5, 2015, incorporated by reference in the December 2015  
21 Prospectus Supplement, contained similar statements regarding the results of the pacritinib  
22 studies and the purportedly limited instances and types of side effects.

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24 <sup>54</sup> No later than the 30th day after the original issuance date, “all outstanding shares of Series N-2  
25 Preferred Stock . . . automatically convert[ed] into the number of shares of [CTI’s] common  
26 stock determined by dividing the aggregate stated value of the Series N-2 Preferred Stock being  
converted by the conversion price then in effect.” The initial per share conversion price was set  
as \$1.10, subject to specified adjustments under certain circumstances.

1           74.     The August 6, 2015 and November 5, 2015 Forms 10-Q, like the December 2015  
2 Prospectus Supplement in which they were incorporated by reference, also touted the safety  
3 profile of pacritinib and the results of PERSIST-1, stating that only “[a] limited number of  
4 patients discontinued treatment due to side effects” and that “[t]here were no Grade 4  
5 gastrointestinal events reported.”

6           75.     The November 5, 2015 Form 10-Q, which was incorporated by reference into the  
7 December 2015 Prospectus Supplement, purported to describe the IDMC’s findings and  
8 recommendations, misleadingly stating only that “[t]he Independent Data Monitoring  
9 Committee, or IDMC, . . . for the PERSIST program recommended patients on the best available  
10 therapy arm should not crossover to receive pacritinib due to non-statistically significant safety  
11 concerns in patients who crossover after 24 weeks, which crossover confounds evaluation of  
12 survival.” However, as discussed above, this description of the IDMC’s conclusion and  
13 recommendation was false and misleading and omitted material information because (i) the  
14 IDMC had safety concerns of “*mortality*, in patients on pacritinib”; (ii) the results of the  
15 PERSIST-1 trial showed an unfavorable imbalance in the number of deaths between those  
16 patients given pacritinib and those provided alternative therapies; (iii) the imbalance of deaths in  
17 the pacritinib group led the IDMC to recommend that the Company *terminate* the PERSIST-1  
18 trial and hold enrollment of PERSIST-2; and (iv) Defendants *rejected* the IDMC’s  
19 recommendations due to supposed concerns about its “impartiality.”

20           76.     The statements identified above in paragraphs 70-75 about pacritinib’s “safety  
21 profile” and the PERSIST-1 trial results were false and misleading because, in reality, the  
22 PERSIST-1 results showed an imbalance in the rates of death and serious cardiac events between  
23 the two study arms. Nearly twice the percentage of patients treated with pacritinib died within  
24 the first 24 weeks of the study, and almost the same imbalance existed in the percentages of  
25 patients suffering severe cardiac events in the first 24 weeks. Once Defendants chose to make  
26

1 representations about pacritinib’s “safety profile” and the PERSIST-1 trial results, they were  
2 bound to do so in a manner that would not mislead investors.

3 77. The statements identified above in paragraphs 70 through 75 also omitted material  
4 facts, including that (i) there was an imbalance in the rates of death and serious cardiac events  
5 between the two study arms of the PERSIST-1 trial, with nearly twice the percentage of patients  
6 treated with pacritinib deceased within the first 24 weeks of the study, and almost the same  
7 imbalance of severe cardiac events; (ii) the IDMC recommended that CTI terminate the  
8 PERSIST-1 study and stop enrollment in PERSIST-2 due to concerns about patient deaths on  
9 pacritinib; and (iii) CTI did not follow the IDMC’s recommendation to stop the studies but,  
10 instead, “decided to discharge” the IDMC due to supposed concerns about the “impartiality” of  
11 the original IDMC.

12 **COUNT I**  
13 **FOR VIOLATIONS OF SECTION 11 OF THE SECURITIES ACT**  
14 **(AGAINST THE SECURITIES ACT DEFENDANTS)**

15 78. Plaintiffs reallege the allegations contained in paragraphs 15-77 as if fully set  
16 forth herein, only to the extent, however, that such allegations do not allege fraud, scienter or the  
17 intent of the Defendants to defraud Plaintiffs or members of the Class.

18 79. This Count is based on Defendants’ statutory liability for false and materially  
19 misleading statements or omissions in the Registration Statement. This Count does not sound in  
20 fraud, and any allegations of knowing or deliberately reckless misrepresentations and/or  
21 omissions in the Registration Statement are excluded from this Count, except that any challenged  
22 statements of opinion or belief are alleged to have been materially misstated statements of  
23 opinion or belief.

24 80. This Count is asserted by Lead Plaintiff against CTI, Defendant Bianco (who  
25 signed the Registration Statement), the Executive Signatory and Director Defendants (who  
26 signed the Registration Statement), and the Underwriter Defendants for violations of Section 11

1 of the Securities Act, 15 U.S.C. § 77k, on behalf of all persons who acquired CTI securities  
2 pursuant to the Registration Statement.

3 81. As alleged above, the Registration Statement and Offering Materials contained  
4 untrue statements and omissions of material fact concerning, among other things, the safety  
5 results observed in clinical trials of pacritinib and the IDMC's findings.

6 82. As the issuer of the registered securities, CTI is strictly liable for the untrue  
7 statements of material fact and material omissions described herein.

8 83. None of the other Defendants named in this Count made a reasonable  
9 investigation or possessed reasonable grounds for the belief that the statements contained in the  
10 Registration Statement were accurate and complete in all material respects. Had they exercised  
11 reasonable care, they would have known of the material misstatements and omissions alleged  
12 herein.

13 84. Class members did not know, nor in the exercise of reasonable diligence could  
14 they have known, that the Registration Statement and Offering Materials contained untrue  
15 statements of material fact and omitted to state material facts required to be stated or necessary to  
16 make the statements identified above not misleading when they purchased or acquired the  
17 registered securities. As a direct and proximate result of the acts and omissions of the  
18 Defendants named in this Count in violation of the Securities Act, the Class suffered substantial  
19 damage in connection with its purchase of CTI securities sold through the Offerings.

20 85. This claim is brought within one year of discovery of the untrue statements and  
21 omissions in the Registration Statement and Offering Materials and within three years of its  
22 effective date.

23 86. By reason of the foregoing, the Defendants named in this Count are liable under  
24 Section 11 of the Securities Act to members of the Class who purchased or otherwise acquired  
25 the securities sold pursuant and/or traceable to the Registration Statement.



1 **COUNT II**  
2 **FOR VIOLATIONS OF SECTION 12(a)(2) OF THE SECURITIES ACT**  
3 **(AGAINST CTI AND THE UNDERWRITER DEFENDANTS)**

4 87. Plaintiffs reallege the allegations contained in paragraphs 15-86 as if fully set  
5 forth herein, only to the extent, however, that such allegations do not allege fraud, scienter or the  
6 intent of the Defendants to defraud Plaintiffs or members of the Class.

7 88. This Count is based on Defendants' statutory liability for false and materially  
8 misleading statements or omissions in the Registration Statement. This Count does not sound in  
9 fraud, and any allegations of knowing or deliberately reckless misrepresentations and/or  
10 omissions in the Registration Statement are excluded from this Count, except that any challenged  
11 statements of opinion or belief are alleged to have been materially misstated statements of  
12 opinion or belief.

13 89. This Count is asserted by Lead Plaintiff against CTI and the Underwriter  
14 Defendants for violations of Section 12(a)(2) of the Securities Act, 15 U.S.C. § 771(a)(2), on  
15 behalf of all persons who acquired CTI securities pursuant to the Registration Statement.

16 90. CTI and the Underwriter Defendants were sellers, offerors, and/or solicitors of  
17 purchasers of the shares offered pursuant to the Registration Statement.

18 91. As alleged above, the Registration Statement and Offering Materials contained  
19 untrue statements and omissions of material fact concerning, among other things, the safety  
20 results observed in clinical trials of pacritinib and the IDMC's findings.

21 92. By means of the Registration Statement, Defendants named in this Count, through  
22 one or more public offerings, solicited and sold CTI securities to members of the Class.

23 93. As the issuer of the registered securities, CTI is strictly liable for the untrue  
24 statements of material fact and material omissions described herein.

25 94. None of the Underwriter Defendants made a reasonable investigation or possessed  
26 reasonable grounds for the belief that the statements contained in the Registration Statement

1 were accurate and complete in all material respects. Had they exercised reasonable care, these  
2 Defendants would have known of the material misstatements and omissions alleged herein.

3 95. Class members purchased CTI securities pursuant to the materially untrue or  
4 misleading Registration Statement. Class members did not know, nor in the exercise of  
5 reasonable diligence could they have known, that the Registration Statement contained untrue  
6 statements of material fact and omitted to state material facts required to be stated or necessary to  
7 make the statements identified above not misleading when they purchased such securities.

8 96. This action is brought within one year of the date when Lead Plaintiff discovered  
9 or reasonably could have discovered the facts upon which this Count is based, and within three  
10 years of the date that the securities upon which this Count is brought were sold to the public.

11 97. By reason of the foregoing, CTI and the Underwriter Defendants are liable for  
12 violations of Section 12(a)(2) of the Securities Act to Class members who purchased securities  
13 sold pursuant to the Registration Statement. Such Class members also have the right to rescind  
14 and recover the consideration paid for such securities upon tender of their securities to CTI and  
15 the Underwriter Defendants, and to recover rescissory damages to the extent they have already  
16 sold such securities.

17 **COUNT III**  
18 **FOR VIOLATIONS OF SECTION 15 OF THE SECURITIES ACT**  
19 **(AGAINST DEFENDANT BIANCO)**

20 98. Plaintiffs reallege the allegations contained in paragraphs 15-97, only to the  
21 extent, however, that such allegations do not allege fraud, scienter or the intent of the Defendants  
22 to defraud Plaintiffs or members of the Class. This Claim does not sound in fraud, and any  
23 allegations of knowing or deliberately reckless misrepresentations and/or omissions in the  
24 Registration Statement are specifically excluded from this Count, except that any challenged  
25 statement of opinion or belief made in connection with the Offerings is alleged to have been a  
26 materially misstated statement of opinion or belief when made at the time of the Offering.

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99. This Count is asserted by Lead Plaintiff against Defendant Bianco for violations of Section 15 of the Securities Act, 15 U.S.C. § 77o, on behalf of all persons who acquired CTI securities pursuant to the Registration Statement.

100. As set forth in Counts One and Two above, CTI is strictly liable under Sections 11 and 12(a)(2) for untrue statements and omissions of material fact in the Registration Statement.

101. Defendant Bianco, by virtue of his positions, voting power, ownership, rights as against CTI, and/or specific acts was, at the time of the wrongs alleged herein and as set forth herein, a controlling person of CTI within the meaning of Section 15 of the Securities Act. Bianco also had the power and influence, and exercised the same, to cause CTI to engage in the acts described herein, including by causing CTI to conduct the Offerings pursuant to the Registration Statement.

102. By virtue of the conduct alleged herein, Defendant Bianco is liable for the aforesaid wrongful conduct and is liable, to the same extent that CTI is liable under Sections 11 and 12(a)(2) of the Securities Act, to members of the Class who purchased CTI securities pursuant and/or traceable to the Registration Statement.

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# EXCHANGE ACT CLAIMS

1 **EXCHANGE ACT CLAIMS**

2 In this separate section of the Complaint, Plaintiffs assert claims against CTI and  
3 Defendant Bianco for violations of the Securities Exchange Act of 1934, which imposes liability  
4 for additional misstatements and omissions made with scienter.

5 **A. Exchange Act Parties**

6 **1. Exchange Act Plaintiffs**

7 103. By Order filed September 2, 2016, the Court appointed DAFNA as Lead Plaintiff.  
8 As set forth in the accompanying certification, DAFNA purchased CTI securities during the  
9 Class Period and suffered damages as a result of the violations of federal securities laws alleged  
10 herein.

11 104. Additional Plaintiff Michael Li is an individual, who resides in Ontario, Canada.  
12 As set forth in the accompanying certification, Mr. Li purchased CTI securities during the Class  
13 Period and suffered damages as a result of the violations of federal securities laws alleged herein.

14 **2. Exchange Act Defendants**

15 **a) Corporate Defendant**

16 105. Defendant CTI BioPharma Corp. is a biopharmaceutical corporation located in  
17 Seattle, Washington. The Company’s common stock trades under the ticker symbol “CTIC” on  
18 the NASDAQ stock exchange and on the Mercato Telematico Azionario (“MTA”) in Italy. As of  
19 October 31, 2016, there were over 280 million shares of CTI common stock outstanding.  
20 Defendant CTI is named in Count IV (Section 10(b)) of the Exchange Act claims.

21 **b) Defendant James A. Bianco**

22 106. Defendant James A. Bianco was the principal founder, CEO and President of CTI.  
23 Defendant Bianco signed each of the Company’s registration statements, and quarterly and  
24 annual reports incorporated therein, which as discussed below, contained false and misleading  
25 statements and omitted material facts. Defendant Bianco is named in Count IV (Section 10(b))  
26 and Count V (Section 20(a)) of the Exchange Act claims.

1           **B. Additional Allegations For Exchange Act Claims**

2           107. The factual allegations set forth in the Summary of Factual Allegations for the  
3 Securities Act Claims (paragraphs 25-60) are incorporated by reference and re-alleged as if fully  
4 stated herein.

5                   **1. CTI And Bianco Make Additional**  
6                   **Misstatements And Omissions During**  
7                   **Investor Conferences And Press Releases**

8           108. Shortly before the start of the Class Period, the IDMC recommended to CTI and  
9 Bianco that CTI terminate the PERSIST studies due to patient deaths in the pacritinib group. As  
10 alleged above, the results of the PERSIST studies showed a critical imbalance in the safety  
11 results, with nearly twice the percentage of patients given pacritinib dying and suffering severe  
12 cardiac events within the first 24 weeks of the study. CTI and Defendant Bianco kept these facts  
13 hidden from investors throughout the Class Period.

14           109. On the first day of the Class Period, March 9, 2015, CTI issued a press release  
15 titled “CTI BioPharma And Baxter Announce Positive Top-Line Results From Phase 3 Persist-1  
16 Trial Of Pacritinib For Patients With Myelofibrosis.” In the press release, CTI highlighted how  
17 purportedly “[t]he safety profile in the PERSIST-1 trial was consistent with prior Phase 2 trials”  
18 and that “the incidence of grade 3 events was lower than observed in Phase 2 trials.” The press  
19 release further stated that “[n]o grade 4 gastrointestinal adverse events were reported” and that  
20 “very few” – only “[t]hree patients” – purportedly “discontinued therapy” while on pacritinib.

21           110. On the same day, CTI also held an investor conference call to discuss the  
22 purported “top-line results from the PERSIST-1 Phase 3 trial of pacritinib.” During the investor  
23 conference, Defendant Bianco said that “we were blown away by seeing the data,” explaining  
24 that “the safety profile in PERSIST-1 was consistent with or actually better than what we saw in  
25 the published Phase II trials that we presented at [the American Society of Hematology (“ASH”)]  
26 in 2013.” In particular, he noted, “the incidence of all grades as well as grade 3 [adverse] events  
was lower than observed in the previous Phase 2 trials,” that “no grade 4 [gastrointestinal]

1 adverse events were reported,” and that “[o]nly three patients discontinued therapy.” Never once  
2 did Bianco mention that the trial results actually showed an imbalance in severe cardiac events  
3 and deaths between the study arms, which were so critical that even the Company’s IDMC had  
4 recommended terminating the studies just weeks earlier based on them.

5 111. During the conference, analyst Bert Hazlett asked Jim Bianco if he could provide,  
6 among other things, “a little bit more detail with regard there [sic] a clarification of the safety  
7 profile of this. You said it appears consistent with Phase 2.” In response, Bianco stated, “*Well, so*  
8 *we have data that it is. So we don’t think it anymore. We know that it is.*” And, when asked if  
9 the 36-week and 48-week data for pacritinib showed similar results, Defendant Bianco further  
10 stated that “we have looked at the 36- and 48-week and we see exactly the same pattern.”

11 112. Investors welcomed these assurances, and CTI’s share price climbed. In a report  
12 following CTI’s March 9 investor conference, analysts at Janney Capital Markets announced  
13 their “Buy” rating for the Company’s stock, highlighting how “Pacritinib Has [an] Improved  
14 Safety Profile Versus Other JAK2s.” The analysts further repeated management’s  
15 representations that “[t]he side effect profile seen in the Phase III PERSIST-1 trial indicated that  
16 the drug was safe and tolerable, with a lower incidence of grade 3 events and no report of grade 4  
17 gastrointestinal events.” The analysts concluded by noting how, “[i]mportantly, the analysis  
18 [provided by management] indicates that very few patients [only 3] discontinued treatment...”  
19 In another analyst report issued that day, Piper Jaffray similarly highlighted how “[a]ccording to  
20 management, the safety profile in PERSIST-1 is consistent-with or better-than prior studies,”  
21 reiterating Defendant Bianco’s statement that there were “only 3 drop outs” and “no grade 4 AEs  
22 [*i.e.*, adverse events].”

23 113. Over the next weeks and months, CTI and Defendant Bianco made these same  
24 representations and presented these same results to investors in myriad contexts, with CTI and  
25 Defendant Bianco telling investors that they had the “data in hand” that supported their  
26 representations about pacritinib’s safety profile and the PERSIST-1 trials. On May 6, 2015, for

1 example, CTI published a press release that identified as a “Recent Clinical Highlight” that “the  
2 safety profile of pacritinib” during PERSIST-1 “was generally consistent with previous Phase 2  
3 studies.” Again, not a word was mentioned by Bianco or anyone else about how the PERSIST-1  
4 trial results actually showed an imbalance in severe cardiac events and deaths between the study  
5 arms, which was so disconcerting that the Company’s own IDMC recommended terminating the  
6 studies.

7 114. On May 30, 2015, CTI presented data from the PERSIST-1 trial at the 2015  
8 American Society of Clinical Oncology (“ASCO Presentation”). The ASCO Presentation was  
9 authored by CTI’s Director of pacritinib, James P. Dean, among others, funded by CTI, and read  
10 by Dr. Richard Mesa of the Mayo Clinic. Significantly, the ASCO Presentation included a  
11 PowerPoint slide that purported to show the percentage of patients in each study arm that had  
12 died. According to the slide, which was the fifth slide of the ASCO Presentation, an *equal*  
13 percentage of patients in the pacritinib and in the best-available-therapy groups of the study had  
14 died, *i.e.*, there was a *perfect balance* in the percentage of deaths between the two study arms.  
15 Specifically, the ASCO Presentation represented that just 1% of the patients in the comparative  
16 study arms had died, with only three deaths in the pacritinib study arm.

17 115. As investors would eventually learn, however, this slide included in the ASCO  
18 Presentation was highly misleading and omitted material information. The 2015 ASCO  
19 Presentation was supposed to be based on data through week 24 of the PERSIST-1 study; indeed,  
20 virtually every slide in the ASCO Presentation stated that it was based on an assessment “at week  
21 24” of the study. However, CTI did *not* include data through 24 weeks in its one slide that  
22 showed the number of trial participants who had died. Rather, for this one slide, CTI used an  
23 artificial “data cut off” date of January 17, 2015. The reason for its doing so is now readily  
24 apparent: the 24-week data shows an imbalance in the number of deaths between the study  
25 groups, with nearly twice the percentage of patients in the pacritinib group having died by week  
26 24 of the study. The undisclosed trial results shows this imbalance, as well as that *II* people had



1 died in the pacritinib arm within the first 24 weeks of the study – *i.e.*, over 3 times more than the  
2 “3 deaths” reported in the ASCO Presentation. These true facts were kept from investors until  
3 after the Class Period.

4 116. Rather than reveal the true facts, CTI adopted, reiterated and acknowledged  
5 ownership of its data and findings presented during the ASCO Presentation. For example, on the  
6 same day, May 30, 2015, CTI issued a press release that bore the headline: “Phase 3 Pacritinib  
7 Study Shows Significant Clinically Meaningful Results In Patients With Myelofibrosis In Late-  
8 Breaking Session At ASCO 2015.” CTI’s press release stated that “CTI BioPharma Corp. [and  
9 Baxter] today announced data from PERSIST-1 . . . in a late-breaking oral session at the 51<sup>st</sup>  
10 Annual Meeting of the American Society of Clinical Oncology (ASCO), May 29-June 2, 2015 in  
11 Chicago, Ill.” The press release highlighted how “the most common adverse events” were mild  
12 to moderate diarrhea, nausea, anemia, thrombocytopenia, and vomiting, and that of the 220  
13 patients who received pacritinib in PERSIST-1, only “3 discontinued therapy,” and only “13  
14 patients required dose interruption (average one week) for diarrhea.” CTI added that  
15 “[g]astrointestinal symptoms typically lasted for approximately one week and few patients  
16 discontinued treatment due to side effects. There were no Grade 4 gastrointestinal events  
17 reported.”

18 117. Over the next months, CTI and Defendant Bianco further confirmed to investors  
19 that they adopted the ASCO Presentation of CTI’s data, stating that “*we* presented . . . at  
20 ASCO”<sup>55</sup> and referring to “the first [PERSIST-1 study results] *we recently completed and*  
21 *reported* at ASCO by Dr. Mesa.”<sup>56</sup> Accordingly, investors understood the ASCO presentation to  
22 have been made by CTI with CTI’s data. For example, analysts at Janney Capital Markets  
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24 <sup>55</sup> CTI Biopharma Presentation at Piper Jaffray Healthcare Conference, Dec. 2, 2015.

25 <sup>56</sup> CTI Biopharma Sponsor Update San Diego 2015, Beth Mechling, the CTI Vice President of  
26 Medical Affairs, available at <https://www.youtube.com/watch?v=i4BLC4RWBms>.

1 reported on June 1, 2015 that “[a]t ASCO, *CTIC reported* details from the Phase III PERSIST-1  
2 pacritinib trial in myelofibrosis (MF).”

3 118. Investors responded favorably to the ASCO Presentation. For example, Piper  
4 Jaffray, in its June 1, 2015 analyst report called the “Pac Data an Unexpected Bright Spot in  
5 Rainy ASCO’15 Weekend,” stated that “safety looking mostly as in previous studies.” Similarly,  
6 Janney Capital Markets, in discussing CTI’s ASCO Presentation, highlighted how the “Pacritinib  
7 Safety Profile makes it Appealing” and that “[t]he side effect profile seen in the Phase III  
8 PERSIST-1 trial indicated that the drug was safe and tolerable, with a lower incidence of grade 3  
9 events[,] no report of grade 4 gastrointestinal events,” and “[o]nly 3 patients discontinu[ing]  
10 therapy.”

11 119. Over the remainder of the Class Period, Defendant Bianco and his CTI colleagues  
12 repeated and highlighted the purported results of the pivotal PERSIST-1 trial. In press releases  
13 (including those dated June 12 and August 6, 2015) and during investor conferences (including  
14 held on August 6 and September 29, 2015), Bianco continued to minimize the limited “adverse  
15 events” from the PERSIST-1 trials, stating that only “few patients discontinued treatment due to  
16 side effects” and again highlighting that only “3 discontinued therapy.” He also emphasized how  
17 the “side effect profile [of pacritinib during the PERSIST-1 trials] was actually better than what  
18 we had seen in Phase 2.” Again, no mention was made of the fact that, in actuality, there was an  
19 imbalance in deaths and serious cardiac events between the two groups.

20 120. Without true or complete information, financial analysts covering the Company  
21 continued to identify pacritinib’s “safety” as a reason to purchase CTI’s stock. For example,  
22 following CTI’s investor conference on August 7, 2015, Janney Capital Markets issued a “BUY”  
23 analyst report describing how CTI “highlighted [during the conference the purported] positive  
24 data from the PERSIST-1 clinical study,” which “demonstrat[ed] the safety and efficacy of  
25 pacritinib (PAC) treatment of myelofibrosis patients over best available therapy (BAT).”  
26 Likewise, following the ASCO Presentation, on June 1, 2015, Piper Jaffray reported that “CTI

1 provided an update on PERSIST-1,” and discussed the “manageable” gastrointestinal adverse  
2 effects, including only grade 3 diarrhea purportedly found in only 5% of the pacritinib patients.

3 121. Investors ultimately learned the true facts about pacritinib’s “safety profile” and  
4 the PERSIST-1 studies. As discussed in paragraphs 52-53, in early February 2016, CTI  
5 announced that the FDA, after reviewing the data, found “excess mortality and other adverse  
6 events in pacritinib-treated patients compared to the control arm in the PERSIST-1 trial”–  
7 precisely as the IDMC had disclosed internally to CTI a year earlier.<sup>57</sup> As analysts explained at  
8 the time, the FDA’s hold meant that “more patients in the pacritinib arm of the study were dying  
9 compared to patients in the control arm.”<sup>58</sup>

10 122. CTI’s shareholders have suffered greatly from CTI and Bianco’s  
11 misrepresentations and omissions. The Company’s two-day stock drop of over 73% following  
12 the revelations in early February 2016 was the greatest stock drop in CTI’s 25-year history,  
13 erasing \$230 million in market capitalization. Meanwhile, Bianco profited handsomely from his  
14 misstatements and omissions, as further discussed below at paragraph 133.

15 **2. CTI And Bianco Made The False**  
16 **Statements And Omissions With Scierter**

17 123. Numerous facts raise a strong inference that Bianco and CTI knew or were  
18 deliberately reckless in disregarding the true facts when making their false and misleading  
19 statements. These include the following:

20 124. *By the start of the Class Period, CTI and Bianco knew of the IDMC’s findings and*  
21 *recommendation.* CTI and Bianco have now admitted, after the Class Period, that the IDMC for  
22 pacritinib recommended *in February 2015* that they should “terminate the PERSIST-1 trial and  
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25 <sup>57</sup> CTI Press Release dated February 8, 2016.

26 <sup>58</sup> Adam Feurerstein, *Despite Many Drug Blowups, CTI Bio CEO Bianco Turns S--t into Gold for Himself*, The Street, Feb. 15, 2016.

1 hold enrollment of new patients in the PERSIST-2 trial.”<sup>59</sup> They have further admitted that the  
2 IDMC’s recommendation was based on “safety concerns, *including mortality*, in patients on  
3 pacritinib”– *i.e.*, the precise reasons that the FDA provided when imposing a clinical hold order  
4 on the study a year later.<sup>60</sup> That Defendants Bianco and CTI misrepresented and concealed the  
5 imbalance in deaths and cardiac events for over a year *after* learning of the IDMC’s conclusions  
6 and recommendation is powerful evidence of scienter. In addition, the fact that Defendants  
7 Bianco and CTI concealed from investors and misrepresented the fact that the IDMC  
8 recommended terminating the studies due to concerns about the mortalities provides further  
9 evidence of scienter.

10 125. *Bianco and CTI’s response to the IDMC’s findings and recommendations.* As  
11 discussed above at paragraph 47, it is highly unusual and, in fact, without known precedents, for  
12 a drug company to overturn a data monitoring committee’s recommendation to terminate a study  
13 due to safety concerns about patients’ deaths. Bianco and CTI’s response following the IDMC’s  
14 recommendation demonstrates their awareness of the IDMC’s conclusion, as well as its  
15 significance. These actions included (i) meeting with the IDMC and reviewing the PERSIST-1  
16 data with the IDMC; (ii) convening the PERSIST Steering Committee to review the IDMC’s  
17 findings and recommendation; (iii) retaining a statistician and clinician to evaluate the drug’s  
18 safety profile; and (iv) terminating the members of the IDMC based on purported “concerns  
19 about the original IDMC’s impartiality.”<sup>61</sup> That Defendant Bianco and his Company took these  
20 significant steps reflects their knowledge of the IDMC’s recommendation and the deaths in the  
21 pacritinib group underlying it, which they nevertheless kept from investors for over a year.

22 126. *The results of PERSIST-1 were critical to the Company’s financial well-being.*  
23 Pacritinib was by far the most prominent drug in CTI’s pipeline, and PERSIST-1 was its most  
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25 <sup>59</sup> CTI SEC Form 10-Q filed May 10, 2016.

26 <sup>60</sup> *Id.*, at p. 16.

<sup>61</sup> *Id.*

1 important clinical trial. In speaking to investors, Defendant Bianco acknowledged the drug's  
2 significance to the Company's bottom line, "underscor[ing] the importance of [the] pacritinib  
3 program to the Company."<sup>62</sup> Defendant Bianco similarly recognized publicly that the PERSIST-  
4 1 study was "pivotal" and a "very big pivotal" study for the Company. Indeed, the significance  
5 of both are demonstrated by the fact that the Company's stock price plummeted by over 73%  
6 following news of the study's failure and safety concerns. Given the importance of PERSIST-1  
7 and pacritinib to CTI, Bianco knew, or was deliberately reckless in not knowing, during the Class  
8 Period of the IDMC's recommendation in February 2015 to terminate the study and the  
9 unfavorable imbalance in deaths between the pacritinib and the alternative therapy groups.

10 127. *Defendant Bianco had intimate knowledge of the PERSIST study results.*  
11 Defendant Bianco, an MD and PhD, was the principal founder, long-time CEO, President and  
12 Board Member of CTI. He was one of only two management members on CTI's "Scientific  
13 Advisory Board," which "assist[s] the Board in its oversight of the Company's oncology  
14 portfolio and clinical trial design," as well as "assist[s] management with respect to ... research  
15 and development activities in general [and] regulatory matters."<sup>63</sup> On the Company's website  
16 and elsewhere, Bianco was identified as the "chief architect of the company's portfolio strategy,  
17 leading the acquisition, development and commercialization."

18 128. Defendant Bianco stated that he was particularly focused on the PERSIST-1 trial  
19 results and personally reviewed them. For example, when asked at the March 9, 2015 investor  
20 conference whether he thought pacritinib's drug profile was consistent with the Phase II trials, he  
21 stated that "*Well, so we have data that it is. So we don't think it anymore. We know that it is.*"  
22 He further said that "*we have looked at the 36- and 48-week [data from PERSIST-1] and we*  
23 *see exactly the same pattern.*" In a press release issued three days later, he was quoted as saying  
24 that the "positive top-line pacritinib data [were] *in hand.*" Once again, in a December 2, 2015

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26 <sup>62</sup> Transcript of CTI Conference Call April 29, 2014.

<sup>63</sup> CTI SEC Form 10-K dated April 30, 2015.

1 investor conference, when asked about his recent activities, Bianco told investors that he felt  
2 “*like I am a [FDA] medical reviewer*” because he had been devoting his days to “seeing reports”  
3 and the “hyperlinks” of the PERSIST-1 study data. In light of his knowledge of the results and  
4 his deep personal involvement in the pacritinib trials, Defendant Bianco knew, or was  
5 deliberately reckless in not knowing, that the PERSIST-1 study showed a higher rate of deaths  
6 and severe cardiac events among those patients who received pacritinib.

7 129. *Bianco and CTI’s “discharging” of the members of the IDMC.* As discussed  
8 above, Bianco and CTI terminated the members of the IDMC after it concluded that CTI should  
9 terminate the PERSIST trials. Bianco and CTI claimed in a May 10, 2016 filing that the  
10 Company’s decision to discharge the IDMC a year earlier was based on “concerns about the  
11 original IDMC’s impartiality.” However, the original IDMC was “discharged” only *after* it had  
12 concluded that CTI should terminate the PERSIST studies. And, while CTI and Bianco now  
13 conveniently claim that they discharged the IDMC because of impartiality, they never before  
14 publicly mentioned any concerns about the IDMC’s “impartiality.”

15 130. *Defendant Bianco spoke repeatedly about the results of the PERSIST-1 study and*  
16 *pacritinib’s safety profile.* On numerous occasions, Defendant Bianco publicly discussed the  
17 supposed “safety profile” of pacritinib, as well as the results of the study. He repeatedly  
18 referenced details about the PERSIST study results, for example, stating that the safety profile in  
19 PERSIST-1 was consistent with or actually better than what we saw in the published Phase II  
20 trials; that the incidence of grade 3 adverse events was lower than observed in Phase 2 trials; that  
21 no grade 4 gastrointestinal adverse events were reported; and that only three patients had  
22 discontinued therapy. He also signed all of the Company’s SEC filings during the Class Period  
23 that described the IDMC’s purported conclusions and recommendations. Having spoken and  
24 made representations about these matters so often, Defendant Bianco knew, or was deliberately  
25 reckless in not knowing, the imbalance in deaths and severe cardiac events evident in the  
26 PERSIST-1 study results.

1           131. *Defendant Bianco knew that investor and analyst attentions were acutely focused*  
2 *on the results of the PERSIST-1 study and pacritinib’s safety profile.* Bianco understood and  
3 publicly acknowledged that investors “think [pacritinib] is going to be the blockbuster for the  
4 company.”<sup>64</sup> Indeed, based on the PERSIST-1 results provided to the market, financial analysts  
5 estimated that the market size for pacritinib exceeded \$2 billion, with 50-75% of the Company’s  
6 value derived from pacritinib. Bianco was thus well aware that the market was heavily relying on  
7 the accuracy of his statements.

8           132. *Federal regulations required CTI and Bianco to monitor the PERSIST-1 trials and*  
9 *report patient deaths.* To ensure the safety of research participants, federal regulations require  
10 sponsors of clinical trials to monitor the trial in real-time. As part of that obligation, sponsors are  
11 required to notify the FDA of any death within 7 days of their learning of the death.<sup>65</sup> According  
12 to the PERSIST study protocol, participants in the study were all expected to live for at least six  
13 months and, thus, any deaths were unexpected and needed to be reported. These reporting  
14 obligations make it hard to conceive that CTI and Bianco did not know of the imbalance in  
15 patient deaths and severe cardiac events observed in PERSIST-1.

16           133. *Defendant Bianco received substantial bonuses and compensation as a result of*  
17 *his misrepresentations and omissions.* Bianco was individually motivated to continue the  
18 PERSIST studies and to conceal any information that might interfere with the completion of the  
19 studies. For example, for 2014, Defendant Bianco received a special additional bonus of 30%  
20 due to completing enrollment in the PERSIST-1 Phase 3 clinical trial. Bianco’s annual cash  
21 incentive bonus for 2015 was likewise directly tied to the continuation of the PERSIST trials,  
22 including a “Pacritinib 326 Enrollment Milestone,” a “Pacritinib 325 Top Line Data” bonus, and  
23 a “Pacritinib Study Submitted” bonus. By misreporting the data, and concealing the IDMC’s

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25 <sup>64</sup> Bianco’s interview with Valerie Bauman, *A conversation with CTI’s James Bianco, Part 1*,  
26 Puget Sound Business Journal, Aug. 31, 2012. <http://www.bizjournals.com/seattle/news/2012/08/31/a-conversation-with-ctis-jim-bianco.html>.

<sup>65</sup> 21 C.F.R. 312.32.

1 findings and recommendations, Bianco ensured that the PERSIST trials continued, and the  
2 milestones were “achieved.” As a result, he left the Company with \$7.1 million in bonuses and  
3 compensation in 2015 alone, making him one of the highest-paid CEOs in the Pacific Northwest.

4 134. *CTI’s use of an arbitrary cut-off date to present data from the PERSIST-1 trial*  
5 *that was more favorable than the 24-week data.* As discussed in paragraph 116, the 24-week  
6 data for the PERSIST-1 study showed an imbalance in deaths, with nearly twice the percentage  
7 of patients treated with pacritinib having died within the first 24 weeks of the study. CTI  
8 concealed this data from investors until after the Class Period. During the Class Period, CTI  
9 instead presented different, more favorable, data when talking about the number of pacritinib  
10 patients who died. Indeed, during the 2015 ASCO Presentation, the Company presented the 24-  
11 week data for virtually every metric and on every slide *except* the one slide that discussed the  
12 number of deaths among the comparative study groups. For this one slide, the Company used an  
13 arbitrary cut-off date and presented data from January 15, 2015 and earlier. By doing so, the  
14 Company conveyed a rosy picture, in which there was a perfect balance in patient deaths, with an  
15 equal 1% of patients in both study arms having died.

16 135. *Defendants Bianco and CTI delayed disclosure of the SEC’s investigation.*  
17 Through a FOIA request, Plaintiffs’ counsel recently learned that the SEC began an investigation  
18 into CTI’s disclosures concerning pacritinib as early as August 2015. On October 23, 2015, the  
19 SEC sent a letter to the FDA’s Center for Drug Evaluation and Research requesting “files and  
20 records maintained by the [FDA] that concerned CTI and, more specifically, those documents  
21 that relate to Pacritinib,” as well as the opportunity to “informally interview or discuss with FDA  
22 employees” CTI and pacritinib. Then, in January 2016, the SEC issued a subpoena directly to  
23 CTI requesting internal and external communications related to the PERSIST trials, as well as  
24 “communications with the independent data monitoring committee, or IDMC.” Meanwhile, CTI  
25 did not disclose the investigation until February 2016. That Defendants Bianco and CTI did not  
26



1 promptly disclose the SEC investigation, and instead continued to misrepresent pacritinib's  
2 safety profile, further supports an inference of scienter.

3       136. *Defendants Bianco and CTI were motivated by unique “milestone payments” and*  
4 *the terms of an “advance” that were contingent on positive results from the pacritinib trials.*  
5 CTI was eligible to receive from its partner, Baxter, up to \$302 million in “milestone payments”  
6 that were expressly contingent on “the successful achievement of certain development and  
7 commercialization milestones” related to the pacritinib trials. For example, in its Form 10-K  
8 filed on March 12, 2015, CTI reported that it had received a \$20 million payment “relating to the  
9 achievement of a clinical milestone” in connection with the first treatment dosing of the last  
10 patient enrolled in PERSIST-1. This milestone payment enabled CTI to report total revenues for  
11 the first three months of 2014 as \$39.5 million compared to \$0.4 million for the same period in  
12 2013, and was largely responsible for CTI’s total revenues for the first three quarters of 2014,  
13 including the \$20 million development milestone payment and recognition of \$0.6 million of the  
14 upfront payment under the Baxter Agreement. CTI was also given a \$32 million milestone  
15 “advance” in June 2015 in light of its reaching certain milestones related to the development of  
16 pacritinib, with the terms of this “advance,” obliging CTI to repay Baxter the \$32 million  
17 advance, plus 9% interest, if the pacritinib studies were terminated. As a result of these  
18 milestone payments and the advance, which were critical to the Company’s financials, CTI and  
19 Defendant Bianco were motivated to continue to misreport the study results and reject and  
20 conceal the IDMC’s findings and recommendations.

21       137. *Defendant Bianco secured needed liquidity for his Company through stock*  
22 *offerings.* Shortly after the IDMC’s recommendation to terminate the PERSIST studies, CTI  
23 completed three offerings for over \$127 million. In the materials sent to investors in connection  
24 with these offerings, Defendants Bianco and CTI did not tell investors about the “safety  
25 concerns, including mortality, in patients on pacritinib.” Nor did they tell investors that they  
26 took the rare step of rejecting the IDMC’s safety recommendation. By failing to do so, and by

1 providing inaccurate and incomplete data from the PERSIST-1 study, Defendants Bianco and  
2 CTI were able to complete the 2015 offerings.

3 138. *At the same time that Defendants Bianco and CTI were touting pacritinib, CTI*  
4 *executives were quietly exiting the Company.* Following the IDMC’s recommendation to  
5 terminate the PERSIST-1 study, numerous CTI executives knowledgeable about the PERSIST  
6 studies exited the Company in rapid succession, including: Nels Royer, Senior Clinical Project  
7 Manager (left in April 2015); Amanda Kell, Director, Compliance (left in September 2015);  
8 Charity Aitken, Sr. Director of Analytical Development (left in October 2015); Patricia Taylor,  
9 Vice President Regulatory Affairs (left in October 2015); John Bauer, member of the Board of  
10 Directors (left in October 2015); Karen Ignagni, member of the Board of Directors (left in  
11 November 2015); Erica Harzewski, Manager, Clinical Data Management (left in December  
12 2015); and Panteli Theocharous, Vice President Global Medical Affairs (left in December 2015).  
13 That executives knowledgeable about pacritinib and the trials left the Company at the same time  
14 that Bianco was touting pacritinib supports an inference of scienter.

15 139. *Defendant Bianco abruptly left CTI after the disclosure of the clinical hold,*  
16 *IDMC’s findings, and the SEC investigation.* On October 3, 2016, following the FDA’s clinical  
17 hold and the belated disclosure of the IDMC’s recommendations, the Company announced that  
18 the prior day, October 2, 2016, Defendant Bianco, who had been with CTI for over 25 years,  
19 suddenly “resigned.”<sup>66</sup> The immediate departure of the Company’s long-time CEO occurred in  
20 the midst of an ongoing SEC investigation and after the truth about the increased mortality and  
21 other serious adverse events from pacritinib, as well as the IDMC’s findings and  
22 recommendations, were revealed. Bianco’s departure further strengthens the inference of  
23 scienter.

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<sup>66</sup> CTI Press Release dated October 3, 2016.

1           **C.     Misleading Statements And Omissions Violating The Exchange Act**

2                   **1.     Misleading Statements And**  
3                   **Material Omissions Made In Early 2015**

4           140.   On March 9, 2015, the first day of the Class Period, CTI issued a press release  
5 titled “CTI BioPharma And Baxter Announce Positive Top-Line Results From Phase 3 Persist-1  
6 Trial Of Pacritinib For Patients With Myelofibrosis.” The press release emphasized pacritinib’s  
7 purported safety, stating that “[t]he safety profile in the PERSIST-1 trial was consistent with  
8 prior Phase 2 trials” and that “the incidence of grade 3 events was lower than observed in Phase  
9 2 trials.” It further stated that “[n]o grade 4 gastrointestinal adverse events were reported” and  
10 that “very few” – only “[t]hree patients” – purportedly “discontinued therapy” while on  
11 pacritinib.

12           141.   On the same day, CTI held an investor conference call to discuss the purported  
13 “top-line results from the PERSIST-1 Phase 3 trial of pacritinib.” During the investor call,  
14 Defendant Bianco spoke about the purported safety of pacritinib as demonstrated by the  
15 PERSIST-1 data, again telling investors that “the safety profile in PERSIST-1 was consistent  
16 with or actually better than what we saw in the published Phase II trials that we presented at ASH  
17 in 2013.” Defendant Bianco further claimed that “[o]nly three patients discontinued therapy.”

18           142.   During the conference, analyst Bert Hazlett asked Defendant Bianco, among other  
19 things: “[C]ould you maybe [give] a little bit more detail with regard there (sic) a clarification of  
20 the safety profile of this. You said it appears consistent with Phase 2.” Bianco responded by  
21 stating, among other things: “Well, so we have data that it is. So we don’t think it anymore. We  
22 know that it is.” In addition, when asked if the 36-week and 48-week data showed a “better []  
23 response rate,” Defendant Bianco stated that “we have looked at the 36- and 48-week and we see  
24 exactly the same pattern.”

25           143.   On March 12, 2015, CTI conducted an earnings conference call to report the  
26 Company’s financial results for the first quarter of 2015 (the “Fourth Quarter 2014 Earnings

1 Conference Call”). During the call, Defendant Bianco assured investors that the Company had  
2 “share[d] the most important information in the [March 9, 2015] top-line release” relevant to  
3 pacritinib. That same day, CTI issued a press release in which it again highlighted the  
4 purportedly “positive top-line pacritinib data in hand.”

5 144. Also on March 12, 2015, CTI filed the 2014 Form 10-K, which discussed the  
6 purported “safety profile” of pacritinib, assuring that the results of PERSIST-1 were “consistent  
7 with prior Phase 2 trials” and that “the incidence of grade 3 events was lower than observed in  
8 Phase 2 trials.” The 2014 Form 10-K also purported to describe the “adverse events” that  
9 occurred during PERSIST-1, stating among other things that “very few patients discontinued  
10 treatment while on pacritinib or required a dose reduction.”

11 145. The statements identified above in paragraphs 140-144 about pacritinib’s “safety  
12 profile” and the PERSIST-1 trial results were false and misleading because, in reality, the  
13 PERSIST-1 results showed an imbalance in the rates of death and serious cardiac events between  
14 the two study arms. Nearly twice the percentage of patients treated with pacritinib died within  
15 the first 24 weeks of the study, and almost the same imbalance existed in the percentages of  
16 patients suffering severe cardiac events in the first 24 weeks.

17 146. The statements identified above in paragraphs 140-144 also omitted material  
18 facts, including that (i) there was an imbalance in the rates of death and serious cardiac events  
19 between the two study arms of the PERSIST-1 trial, with nearly twice the percentage of patients  
20 treated with pacritinib deceased within the first 24 weeks of the study, and almost the same  
21 imbalance of severe cardiac events; (ii) the IDMC recommended that CTI terminate the  
22 PERSIST-1 study and stop enrollment in PERSIST-2 due to concerns about patient deaths on  
23 pacritinib; and (iii) CTI did not follow the IDMC’s recommendation to stop the studies.

1                                   **2.     Misleading Statements And Material**  
2                                   **Omissions Made During The First Quarter Of 2015**

3                   147.    On May 6, 2015, CTI issued a press release filed on Form 8-K, which announced  
4 CTI's financial results for the first quarter of 2015. In discussing the purported results of the  
5 PERSIST-1 Phase 3 clinical trial, the press release stated that "the safety profile of pacritinib was  
6 generally consistent with previous Phase 2 studies," in which there purportedly was "substantial  
7 and prolonged improvement in disease-related symptoms without causing clinically significant  
8 myelosuppression."

9                   148.    The statements identified above in paragraph 147 about pacritinib's "safety  
10 profile" and the PERSIST-1 trial results were false and misleading because, in reality, the  
11 PERSIST-1 results showed an imbalance in the rates of death and serious cardiac events between  
12 the two study arms. Nearly twice the percentage of patients treated with pacritinib died within  
13 the first 24 weeks of the study, and almost the same imbalance existed in the percentages of  
14 patients suffering severe cardiac events in the first 24 weeks.

15                  149.    The statements identified above in paragraph 147 also omitted material facts,  
16 including that (i) there was an imbalance in the rates of death and serious cardiac events between  
17 the two study arms of the PERSIST-1 trial, with nearly twice the percentage of patients treated  
18 with pacritinib deceased within the first 24 weeks of the study, and almost the same imbalance of  
19 severe cardiac events; (ii) the IDMC recommended that CTI terminate the PERSIST-1 study and  
20 stop enrollment in PERSIST-2 due to concerns about patient deaths on pacritinib; and (iii) CTI  
21 did not follow the IDMC's recommendation to stop the studies.

22                                   **3.     Misleading Statements And Material**  
23                                   **Omissions Made During The Second Quarter Of 2015**

24                  150.    On May 30, 2015, CTI trial data from PERSIST-1 during the 2015 ASCO  
25 Presentation. The ASCO Presentation was authored by CTI's Director of pacritinib, James P.  
26 Dean, among others, funded by CTI, and read by Dr. Richard Mesa of the Mayo Clinic. The

1 ASCO Presentation included a PowerPoint slide that purported to show the percentage of  
2 patients in each study arm that had died since the commencement of the trial. According to the  
3 slide, which was based on stale data up only through January 2015, there was an equal  
4 percentage of just 1% of patients in each study arm who had died.

5 151. On May 30, 2015, CTI issued a press release titled “Phase 3 Pacritinib Study  
6 Shows Significant Clinically Meaningful Results In Patients With Myelofibrosis In Late-  
7 Breaking Session At ASCO 2015.” CTI’s press release stated that “CTI BioPharma Corp. [and  
8 Baxter] today announced data from PERSIST-1 . . . in a late-breaking oral session at the 51<sup>st</sup>  
9 Annual Meeting of [ASCO].” The press release highlighted how “the most common adverse  
10 events” were mild to moderate diarrhea, nausea, anemia, thrombocytopenia, and vomiting, and  
11 that of the 220 patients who received pacritinib in PERSIST-1, only “3 discontinued therapy,”  
12 and only “13 patients required dose interruption (average one week) for diarrhea.” CTI added  
13 that “[g]astrointestinal symptoms typically lasted for approximately one week and few patients  
14 discontinued treatment due to side effects. There were no Grade 4 gastrointestinal events  
15 reported.”

16 152. On June 12, 2015, CTI issued a press release titled “Pacritinib Phase 3 Study  
17 Shows Positive Results In Patient Reported Outcomes Measuring Quality Of Life In Patients  
18 With Myelofibrosis.” The press release purported to describe the safety results of the study  
19 “within 24 weeks,” again representing that “[o]f the patients treated with pacritinib” only “3  
20 discontinued therapy.”

21 153. On August 6, 2015, CTI issued a press release, filed on Form 8-K, titled “CTI  
22 BioPharma Reports Second Quarter 2015 Financial Results.” The press release again stated that  
23 only “[a] limited number of patients discontinued treatment due to side effects.” Also on  
24 August 6, 2015, CTI filed a quarterly report on Form 10-Q, which discussed the purported safety  
25 profile of pacritinib, assuring that the results of PERSIST-1 revealed that “gastrointestinal  
26 symptoms were the most common adverse events and typically lasted for approximately one

1 week. A limited number of patients discontinued treatment due to side effects. There were no  
2 Grade 4 gastrointestinal events reported. These results were presented at a late-breaking oral  
3 session at the 51<sup>st</sup> Annual Meeting of [ASCO].”<sup>67</sup> CTI also held an investor conference on  
4 August 6, 2015, in which Bianco stated that “for all of the symptoms,” “pacritinib showed a  
5 statistically significant improvement over best available therapy. You may recall the most  
6 common adverse event occurring with pacritinib within 24 weeks of any grade were mild to  
7 moderate GI symptoms – were the most common adverse event, and typically last for  
8 approximately a week. And only a handful of patients discontinued therapy due to a GI side  
9 effect. Importantly, there were no Grade 4 GI events. And the incidents of Grade 1 to 3 were  
10 lower than what we saw in our Phase II studies.”<sup>68</sup>

11 154. The statements identified above in paragraphs 150-153 about pacritinib’s “safety  
12 profile” and the PERSIST-1 trial results were false and misleading because, in reality, the  
13 PERSIST-1 results showed an imbalance in the rates of death and serious cardiac events between  
14 the two study arms. Nearly twice the percentage of patients treated with pacritinib died within  
15 the first 24 weeks of the study, and almost the same imbalance existed in the percentages of  
16 patients suffering severe cardiac events in the first 24 weeks.

17 155. The statements identified above in paragraphs 150-153 also omitted material  
18 facts, including that (i) there was an imbalance in the rates of death and serious cardiac events  
19 between the two study arms of the PERSIST-1 trial, with nearly twice the percentage of patients  
20 treated with pacritinib deceased within the first 24 weeks of the study, and almost the same  
21 imbalance of severe cardiac events; (ii) the IDMC recommended that CTI terminate the  
22 PERSIST-1 study and stop enrollment in PERSIST-2 due to concerns about patient deaths on  
23 pacritinib; and (iii) CTI did not follow the IDMC’s recommendation to stop the studies but,  
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25 \_\_\_\_\_  
26 <sup>67</sup> CTI SEC Form 10-Q filed August 6, 2015.

<sup>68</sup> August 6, 2015 Q2 2015 CTI Biopharma Earnings Call Transcript.

1 instead, “decided to discharge” the IDMC due to supposed concerns about the “impartiality” of  
2 the original IDMC.

3 **4. Misleading Statements And Material**  
4 **Omissions Made During The Third Quarter Of 2015**

5 156. On September 23, 2015, CTI issued a press release titled “CTI BioPharma To  
6 Submit NDA For Pacritinib In Q4 Based Primarily On Data From Single Pivotal Persist-1 Trial.”  
7 The press release purported to describe the findings of the IDMC, stating that “[t]he Independent  
8 Data Monitoring Committee (IDMC) for the PERSIST program recommended patients on the  
9 best available therapy arm should not crossover to receive pacritinib due to non-statistically  
10 significant safety concerns in patients who crossover after 24 weeks, which crossover confounds  
11 evaluation of survival.” However, as discussed above, this description of the IDMC’s conclusion  
12 and recommendation was false and misleading and omitted material information because (i) the  
13 IDMC had safety concerns of “*mortality*, in patients on pacritinib”; (ii) the results of the  
14 PERSIST-1 trial showed an unfavorable imbalance in the number of deaths between those  
15 patients given pacritinib and those provided alternative therapies; (iii) the imbalance of deaths in  
16 the pacritinib group led the IDMC to recommend that the Company *terminate* the PERSIST-1  
17 trial and hold enrollment of PERSIST-2; and (iv) Defendants *rejected* the IDMC’s  
18 recommendations due to supposed concerns about its “impartiality.”

19 157. On September 29, 2015, CTI gave an investor presentation at the Ladenburg  
20 Thalmann Life Sciences Conference. During the presentation, Defendant Bianco highlighted  
21 pacritinib’s purported safety profile, claiming that its “side effect profile [in PERSIST-1] was  
22 actually better than what we had seen in Phase 2.”

23 158. On October 27, 2015, CTI filed a Prospectus Supplement (the “October 2015  
24 Prospectus Supplement”) in connection with its \$50 million offering of 50,000 shares of Series  
25 N-1 Preferred Stock, and 40 million shares of common stock issuable upon conversion thereof.  
26 The October 2015 Prospectus Supplement purported to describe the safety results from the



1 PERSIST-1 trial, including the number of adverse events experienced by participants given  
2 pacritinib. It stated, among other things that, only “[a] limited number of patients discontinued  
3 treatment due to side effects” and highlighted, for example, how “[t]here were no Grade 4  
4 gastrointestinal events reported,” and that “data from PERSIST-1 showed that compared to best  
5 available therapy (exclusive of a JAK inhibitor)[,] pacritinib therapy resulted in a significantly  
6 higher proportion of patients with . . . control of disease-related symptoms.”<sup>69</sup>

7 159. The Prospectus Supplement also purported to describe the IDMC’s findings for  
8 pacritinib. On this subject, the Prospectus Supplement stated only that “[t]he Independent Data  
9 Monitoring Committee, or IDMC, for the PERSIST program recommended patients on the best  
10 available therapy arm should not crossover to receive pacritinib due to non-statistically  
11 significant safety concerns in patients who crossover after 24 weeks, which crossover confounds  
12 evaluation of survival.” However, as discussed above, this description of the IDMC’s conclusion  
13 and recommendation was false and misleading and omitted material information because (i) the  
14 IDMC had safety concerns of “*mortality*, in patients on pacritinib”; (ii) the results of the  
15 PERSIST-1 trial showed an unfavorable imbalance in the number of deaths between those  
16 patients given pacritinib and those provided alternative therapies; (iii) the imbalance of deaths in  
17 the pacritinib group led the IDMC to recommend that the Company *terminate* the PERSIST-1  
18 trial and hold enrollment of PERSIST-2; and (iv) Defendants *rejected* the IDMC’s  
19 recommendations due to supposed concerns about its “impartiality.”

20 160. On November 5, 2015, CTI filed a quarterly report on Form 10-Q, which  
21 discussed the purported safety profile of pacritinib, again assuring that “[g]astrointestinal  
22 symptoms were the most common adverse events and typically lasted for approximately one  
23 week. A limited number of patients discontinued treatment due to side effects. There were no  
24 Grade 4 gastrointestinal events reported. These results were presented at a late-breaking oral  
25 session at the 51<sup>st</sup> Annual Meeting of [ASCO].”

26 \_\_\_\_\_  
<sup>69</sup> CTI Prospectus Supplement dated October 27, 2015.

1           161. The Form 10-Q added that “[a]dditionally, in June 2015, results from PERSIST-1  
2 patient-reported outcome (PRO) and other quality of life measures presented at a late-breaking  
3 oral session at the 20th Congress of the European Hematology Association showed significant  
4 improvements in symptom score with pacritinib therapy compared to best available therapy  
5 (exclusive of a JAK inhibitor) across the symptoms reported in the presentation.”

6           162. In addition, the Third Quarter Form 10-Q purported to describe the IDMC’s  
7 findings and recommendations, stating only that “[t]he Independent Data Monitoring Committee,  
8 or IDMC, . . . for the PERSIST program recommended patients on the best available therapy arm  
9 should not crossover to receive pacritinib due to non-statistically significant safety concerns in  
10 patients who crossover after 24 weeks, which crossover confounds evaluation of survival.”  
11 However, as discussed above, this description of the IDMC’s conclusion and recommendation  
12 was false and misleading and omitted material information because (i) the IDMC had safety  
13 concerns of “*mortality*, in patients on pacritinib”; (ii) the results of the PERSIST-1 trial showed  
14 an unfavorable imbalance in the number of deaths between those patients given pacritinib and  
15 those provided alternative therapies; (iii) the imbalance of deaths in the pacritinib group led the  
16 IDMC to recommend that the Company *terminate* the PERSIST-1 trial and hold enrollment of  
17 PERSIST-2; and (iv) Defendants *rejected* the IDMC’s recommendations due to supposed  
18 concerns about its “impartiality.”

19           163. The statements identified above in paragraphs 156-162 about pacritinib’s “safety  
20 profile” and the PERSIST-1 trial results were false and misleading because, in reality, the  
21 PERSIST-1 results showed an imbalance in the rates of death and serious cardiac events between  
22 the two study arms. Nearly twice the percentage of patients treated with pacritinib died within  
23 the first 24 weeks of the study, and almost the same imbalance existed in the percentages of  
24 patients suffering severe cardiac events in the first 24 weeks.

25           164. The statements identified above in paragraphs 156-162 also omitted material  
26 facts, including that (i) there was an imbalance in the rates of death and serious cardiac events

1 between the two study arms of the PERSIST-1 trial, with nearly twice the percentage of patients  
2 treated with pacritinib deceased within the first 24 weeks of the study, and almost the same  
3 imbalance of severe cardiac events; (ii) the IDMC recommended that CTI terminate the  
4 PERSIST-1 study and stop enrollment in PERSIST-2 due to concerns about patient deaths on  
5 pacritinib; and (iii) CTI did not follow the IDMC's recommendation to stop the studies but,  
6 instead, "decided to discharge" the IDMC due to supposed concerns about the "impartiality" of  
7 the original IDMC.

8 **5. Misleading Statements And Material**  
9 **Omissions Made During The Fourth Quarter Of 2015**

10 165. On December 4, 2015, CTI filed the December 2015 Prospectus Supplement in  
11 connection with its \$55 million offering of 55,000 shares of N-2 Preferred Stock, and  
12 approximately 50 million shares of common stock issuable upon conversion thereof. The  
13 December 2015 Prospectus Supplement purported to describe the safety results from the  
14 PERSIST-1 trial, including the number of adverse events experienced by participants given  
15 pacritinib. It stated, among other things that, only "[a] limited number of patients discontinued  
16 treatment due to side effects" and highlighted, for example, how "[t]here were no Grade 4  
17 gastrointestinal events reported," and that "data from PERSIST-1 showed that compared to best  
18 available therapy (exclusive of a JAK inhibitor)[,] pacritinib therapy resulted in a significantly  
19 higher proportion of patients with . . . control of disease-related symptoms."<sup>70</sup>

20 166. On December 5, 2015, CTI also issued a press release titled "Analysis of Pivotal  
21 Phase 3 Patient Outcomes by Subgroups Shows Treatment with Pacritinib Resulted in Consistent  
22 Rates of Reduction in Spleen Volume and Symptom Burden." In it, Defendant Bianco  
23 highlighted how the PERSIST-1 data showed pacritinib's purported "differentiated efficacy and  
24 safety profile" compared to the best alternative therapy. The press release also purported to  
25 provide information about "adverse events in the pacritinib arm vs. BAT"; however, it did not  
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<sup>70</sup> CTI Prospectus Supplement dated December 4, 2015.

1 mention that there was an imbalance in the rates of death and serious cardiac events between the  
2 two study arms, with nearly twice the percentage of patients treated with pacritinib having died  
3 within the first 24 weeks of the study, and almost the same imbalance of severe cardiac events.

4 167. The statements identified above in paragraphs 165-166 about pacritinib’s “safety  
5 profile” and the PERSIST-1 trial results were false and misleading because, in reality, the  
6 PERSIST-1 results showed an imbalance in the rates of death and serious cardiac events between  
7 the two study arms. Nearly twice the percentage of patients treated with pacritinib died within  
8 the first 24 weeks of the study, and almost the same imbalance existed in the percentages of  
9 patients suffering severe cardiac events in the first 24 weeks.

10 168. The statements identified above in paragraphs 165-166 also omitted material  
11 facts, including that (i) there was an imbalance in the rates of death and serious cardiac events  
12 between the two study arms of the PERSIST-1 trial, with nearly twice the percentage of patients  
13 treated with pacritinib deceased within the first 24 weeks of the study, and almost the same  
14 imbalance of severe cardiac events; (ii) the IDMC recommended that CTI terminate the  
15 PERSIST-1 study and stop enrollment in PERSIST-2 due to concerns about patient deaths on  
16 pacritinib; and (iii) CTI did not follow the IDMC’s recommendation to stop the studies but,  
17 instead, “decided to discharge” the IDMC due to supposed concerns about the “impartiality” of  
18 the original IDMC.

19 **D. The Truth Is Revealed**

20 169. Defendants’ wrongful conduct, as alleged herein, directly and proximately caused  
21 the economic loss suffered by Plaintiffs and the Class. Throughout the Class Period, CTI’s stock  
22 price was artificially inflated as a result of Defendants’ materially false and misleading  
23 statements and omissions, which were widely disseminated to the securities markets, securities  
24 analysts, and investors and created false impressions concerning, among other things, pacritinib’s  
25 safety profile and clinical trial results.

1           170. As a result of Defendants’ materially false and misleading statements and  
2 omissions, Plaintiffs and other members of the Class purchased CTI securities at artificially  
3 inflated prices. Plaintiffs and other members of the Class were thus damaged when the truth  
4 concealed by Defendants’ misstatements was revealed on February 8 and 9, 2016.

5           171. Two disclosures at the end of the Class Period revealed to the market the relevant  
6 truth and the false and misleading character of Defendants’ statements and omissions.

7           172. On February 8, 2016, CTI disclosed to investors that the FDA had placed a partial  
8 clinical hold on CTI’s clinical trials for pacritinib due to “excess mortality and other adverse  
9 events in pacritinib-treated patients compared to the control arm in the PERSIST-1 trial” – the  
10 same reasons for the IDMC’s recommendations to terminate the study. Under the partial clinical  
11 hold, clinical investigators were prohibited from enrolling new patients or starting pacritinib as  
12 initial or crossover treatment. Patients who were taking pacritinib without benefit for 30 weeks  
13 of treatment were instructed to stop using the drug. In response to these disclosures, CTI’s stock  
14 fell by over 60%, falling \$0.68 per share to close at \$0.44 on heavy trading volume.

15           173. On February 9, 2016, CTI revealed that the FDA had placed the Company’s  
16 Investigational New Drug for pacritinib on a full clinical hold. The FDA stated that the survival  
17 results of PERSIST-1 were consistent with PERSIST-2, which “show[ed] a detrimental effect on  
18 survival” and with deaths “includ[ing] intracranial hemorrhage, cardiac failure and cardiac  
19 arrest.” Following Defendants’ February 9, 2016 disclosures, shares of CTI’s stock fell over  
20 40% during intraday trading on February 10, 2016, on unusually heavy volume of over 15  
21 million shares.

22           174. The declines in CTI’s stock price on February 8, 2016, and February 10, 2016,  
23 were a direct and proximate result of Defendants’ fraudulent conduct being revealed to investors  
24 and to the market. It was entirely foreseeable that Defendants’ materially false and misleading  
25 statements and omissions discussed herein would artificially inflate the price of CTI securities.  
26 It was also foreseeable that the price of CTI’s securities would drop when the truth was revealed.

1           **E.     Presumption Of Reliance For Exchange Act Claims**

2           175.   At all relevant times, the market for CTI common stock was efficient for the  
3 following reasons, among others:

- 4                   (a)    CTI's stock met the requirements for listing, and was listed and actively  
5                   traded on the NASDAQ;
- 6                   (b)    As a regulated issuer, CTI filed periodic reports with the SEC;
- 7                   (c)    CTI regularly communicated with public investors via established market  
8                   communication mechanisms, including through regular dissemination of  
9                   press releases on the national circuits of major newswire service and  
10                  through other wide-ranging public disclosures, such as communications  
11                  with the financial press and other similar reporting services; and
- 12                  (d)    CTI was followed by numerous securities analysts employed by major  
13                  brokerage firms who wrote reports which were distributed to those  
14                  brokerage firms' sales force and certain customers. Each of these reports  
15                  was publicly available and entered the public market place.

16           176.   As a result of the foregoing, the market for CTI common stock reasonably  
17 promptly digested current information regarding CTI from all publicly available sources and  
18 reflected such information in the price of CTI's common stock and Preferred Shares. The  
19 preferred shares sold to investors in the October and December 2015 Offerings were  
20 automatically convertible to common stock, with the price of the preferred shares tied to the  
21 price of the common stock. All purchasers of CTI common stock and Preferred Shares during  
22 the Class Period suffered similar injury through their purchase of CTI common stock and  
23 Preferred Shares at artificially inflated prices, and a presumption of reliance applies.

24           177.   A Class-wide presumption of reliance is also appropriate in this action under the  
25 United States Supreme Court holding in *Affiliated Ute Citizens of Utah v. United States*, 406 U.S.  
26 128 (1972), because the claims asserted herein against Defendants are predicated upon omissions  
of material fact for which there is a duty to disclose.

1           **F.     Inapplicability Of The Statutory**  
2           **Safe Harbor And Bespeaks Caution Doctrine**

3           178.   The statutory safe harbor of bespeaks caution doctrine applicable to forward-  
4 looking statements under certain circumstances does not apply to any of the false and misleading  
5 statements pleaded in this Complaint.  None of the statements complained of herein was a  
6 forward-looking statement.  Rather, they were historical statements or statements of purportedly  
7 current facts and conditions at the time the statements were made, including, for example,  
8 statements about the pacritinib study results and the IDMC’s findings and recommendations,  
9 among others.

10          179.   To the extent that any of the false and misleading statements alleged herein can be  
11 construed as forward-looking, those statements were not accompanied by meaningful cautionary  
12 language identifying important facts that could cause actual results to differ materially from  
13 those in the statements.  As set forth in detail, then-existing facts contradicted Defendants’  
14 statements regarding the pacritinib study results and the IDMC’s findings and recommendations,  
15 among others.  Given the then-existing facts contradicting Defendants’ statements, any  
16 generalized risk disclosures made by CTI were not sufficient to insulate Defendants from  
17 liability for their materially false and misleading statements.

18          180.   To the extent that the statutory safe harbor does apply to any forward-looking  
19 statements pleaded herein, Defendants are liable for those false forward-looking statements  
20 because at the time each of those statements was made, the particular speaker knew that the  
21 particular forward-looking statement was false, and the false forward-looking statement was  
22 authorized and approved by an executive officer of CTI who knew that the statement was false  
23 when made.

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**COUNT IV**  
**VIOLATIONS OF SECTION 10(b) OF THE EXCHANGE ACT**  
**AND RULE 10b-5 PROMULGATED THEREUNDER**  
**(AGAINST CTI AND BIANCO)**

181. This Count is asserted on behalf of all members of the Class against Defendants CTI and Bianco for violations of Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b) and Rule 10b-5 promulgated thereunder, 17 C.F.R. § 240.10b-5. These Defendants are liable for their course of conduct that operated as a fraud or deceit on purchasers of CTI securities by disseminating materially untrue and misleading statements and/or concealing material adverse facts, which caused Plaintiffs and other members of the Class to purchase CTI securities at artificially inflated prices.

182. Throughout the Class Period, CTI and the Defendant Bianco, individually and in concert, directly and indirectly, by the use of means or instrumentalities of interstate commerce and/or of the mails, engaged and participated in a continuous course of conduct that operated as a fraud and deceit upon Plaintiffs and the Class; made various untrue and/or misleading statements of material facts and omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.

183. These Defendants' materially false and misleading statements and omissions were made with scienter, made in connection with the purchase or sale of CTI securities, and were intended to and did, as alleged herein, (a) deceive the investing public, including Plaintiffs and the other members of the Class; (b) artificially create, inflate, and maintain the market for and market price of the Company's securities; and (c) cause Plaintiffs and other members of the Class to purchase CTI securities at artificially inflated prices.

184. CTI and the Defendant Bianco had a duty to promptly disseminate accurate and truthful information with respect to CTI's business and its products and to correct any previously issued statements that had become materially misleading or untrue.



1 185. Plaintiffs and the Class have suffered damages in that, in direct reliance on the  
2 integrity of the market, they paid artificially inflated prices for CTI securities, which inflation  
3 was removed from the respective securities when the true facts became known. Plaintiffs and the  
4 Class would not have purchased CTI securities at the prices they paid, or at all, if they had been  
5 aware that the market price of CTI common stock had been artificially and falsely inflated by  
6 these Defendants' false and misleading statements.

7 **COUNT V**  
8 **FOR VIOLATIONS OF SECTION 20(a) OF THE EXCHANGE ACT**  
9 **(AGAINST DEFENDANT BIANCO)**

10 186. This Count is asserted on behalf of all members of the Class against Defendant  
11 Bianco for violations of Section 20(a) of the Exchange Act, 15 U.S.C. § 78t(a).

12 187. During his tenures as an officer and director of CTI, Defendant Bianco was a  
13 controlling person of the Company within the meaning of Section 20(a) of the Exchange Act. By  
14 reason of his position of control and authority as an officer and director of CTI, Defendant  
15 Bianco had the power and authority to direct the management and activities of the Company and  
16 its employees, and to cause the Company to engage in the wrongful conduct complained of  
17 herein. Defendant Bianco was able to and did control, directly and indirectly, the content of the  
18 public statements made by CTI during the Class Period, thereby causing the dissemination of the  
19 false and misleading statements and omissions of material facts as alleged herein.

20 188. As more fully described above, in his capacity as a senior corporate officer of the  
21 Company, Defendant Bianco had direct involvement in the day-to-day operations of the  
22 Company, in reviewing and managing the Company's regulatory and legal compliance, and in its  
23 public reporting of pacritinib clinical trial data, including drafting, reviewing, and approving  
24 statements concerning those data. Defendant Bianco made numerous false and misleading  
25 statements on CTI's behalf at investor conferences, in press releases, on earnings calls, and in  
26 reports with the SEC.

1           189. As set forth above, CTI violated Section 10(b) of the Exchange Act by its acts and  
2 omissions as alleged in this Complaint. By virtue of his position as a controlling person of CTI  
3 and as a result of his own aforementioned conduct, Defendant Bianco is liable pursuant to  
4 Section 20(a) of the Exchange Act, jointly and severally with, and to the same extent as the  
5 Company is liable under Section 10(b) of the Exchange Act and Rule 10b-5 promulgated  
6 thereunder, to Plaintiffs and the other members of the Class who purchased or otherwise acquired  
7 CTI securities.

8           190. As a direct and proximate result of these Defendants' conduct, Plaintiffs and the  
9 other members of the Class suffered damages in connection with their transactions in CTI  
10 securities.

### 11 **III. CLASS ACTION ALLEGATIONS**

12           191. Plaintiffs bring this action as a class action pursuant to Fed. R. Civ. P. 23(a) and  
13 23(b)(3) on behalf of a Class consisting of all persons and entities who purchased or otherwise  
14 acquired CTI securities (i) pursuant or traceable to CTI's October and December 2015 Securities  
15 Offerings, and were damaged thereby; and (ii) between March 9, 2015, through  
16 February 9, 2016, inclusive and were damaged thereby. Excluded from the Class are  
17 Defendants, the officers and directors of CTI during the Class Period (the "Excluded Officers  
18 and Directors"); members of the immediate families of Individual Defendants and of the  
19 Excluded Officers and Directors; any entity in which any Defendant, any Excluded Officer or  
20 Director, or any of their respective immediate family members had during the Class Period  
21 and/or has a controlling interest; Defendants' liability insurance carriers; any affiliates, parents,  
22 or subsidiaries of CTI; all CTI plans that are covered by ERISA; and the legal representatives,  
23 heirs, agents, affiliates, successors-in-interest or assigns of any excluded person or entity, in their  
24 respective capacity as such.

25           192. The members of the Class are so numerous that joinder of all members is  
26 impracticable. Throughout the Class Period, CTI shares were actively traded on the NASDAQ.

1 As of October 31, 2016, CTI had approximately 280 million shares of common stock issued and  
2 outstanding. While the exact number of Class members is unknown to Plaintiffs at this time and  
3 can only be ascertained through appropriate discovery, Plaintiffs believe that there are at least  
4 hundreds-of-thousands of members of the proposed Class. Class members who purchased CTI  
5 securities may be identified from records maintained by CTI or its transfer agent(s), and may be  
6 notified of this class action using a form of notice similar to that customarily used in securities  
7 class actions.

8 193. Plaintiffs' claims are typical of Class members' claims, as all members of the  
9 Class were similarly affected by Defendants' wrongful conduct in violation of federal laws as  
10 complained of herein.

11 194. Plaintiffs will fairly and adequately protect Class members' interests and have  
12 retained competent counsel experienced in class actions and securities litigation.

13 195. Common questions of law and fact exist as to all Class members and predominate  
14 over any questions solely affecting individual Class members. Among the questions of fact and  
15 law common to the Class are:

- 16 (a) whether the federal securities laws were violated by Defendants' acts as  
17 alleged herein;
- 18 (b) whether the Defendants made statements to the investing public during the  
19 Class Period that were false, misleading or omitted material facts; and
- 20 (c) the proper way to measure damages.

21 196. A class action is superior to all other available methods for the fair and efficient  
22 adjudication of this action because joinder of all Class members is impracticable. Additionally,  
23 the damage suffered by some individual Class members may be relatively small so that the  
24 burden and expense of individual litigation make it impossible for such members to individually  
25 redress the wrong done to them. There will be no difficulty in the management of this action as a  
26 class action.

1 **IV. PRAYER FOR RELIEF**

2 WHEREFORE, Plaintiffs pray for judgment as follows:

- 3 (a) Determining that this action is a proper class action under Rule 23 of the  
4 Federal Rules of Civil Procedure;
- 5 (b) Awarding compensatory damages in favor of Plaintiffs and other Class  
6 members against all Defendants, jointly and severally, for all damages  
7 sustained as a result of Defendants' wrongdoing, in an amount to be  
8 proven at trial, including interest thereon;
- 9 (c) Awarding Plaintiffs and the Class their reasonable costs and expenses  
10 incurred in this action, including attorneys' fees and expert fees; and
- 11 (d) Awarding such equitable/injunctive or other further relief (including, but  
12 not limited to, rescission) as the Court may deem just and proper.

13 **V. JURY DEMAND**

14 197. Plaintiffs hereby demand a trial by jury.

15 Dated: November 8, 2016

16 Respectfully submitted,

17 By: /s/ Roger M. Townsend

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26 By: /s/ David R. Stickney

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*Counsel for Lead Plaintiff DAFNA and Additional  
Plaintiff Michael Li and Lead Counsel for the Class*

1 **CERTIFICATE OF SERVICE**

2 I hereby certify that on November 8, 2016, I electronically filed the foregoing paper with  
3 the Clerk of the Court using the ECF system, which will send notification of such filing to the  
4 email addresses of participants in the case who are registered CM/ECF users. Non-CM/ECF  
5 registrants will be duly and properly served with Summons and Complaint in accordance with  
6 the Federal Rules of Civil Procedure.

7  
8 */s/ Roger M. Townsend* \_\_\_\_\_  
9 ROGER M. TOWNSEND