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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **October 15, 2015**

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**PEREGRINE PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

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

**0-17085**  
(Commission File Number)

**95-3698422**  
(IRS Employer  
Identification No.)

**14282 Franklin Avenue, Tustin, California 92780**  
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: **(714) 508-6000**

**Not Applicable**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).
  - ☐ Soliciting material pursuant to Rule 14A-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

***(e) Compensatory Arrangements of Certain Officers.***

At the 2015 Annual Meeting of Stockholders held on October 15, 2015 (the “Annual Meeting”) of Peregrine Pharmaceuticals, Inc. (the “Company”), the stockholders of the Company approved an amendment (the “Fourth Amendment”) to the Company’s 2011 Stock Incentive Plan, as amended (the “2011 Plan”), to increase the number of shares of the Company’s common stock reserved for issuance under the 2011 Plan from up to 18,500,000 shares to up to 33,500,000 shares.

The Fourth Amendment previously had been approved by the Compensation Committee of the Company’s Board of Directors (the “Committee”) on August 13, 2015, subject to stockholder approval. The Fourth Amendment became effective immediately upon stockholder approval at the Annual Meeting.

Persons eligible to participate in the 2011 Plan, as amended by the Fourth Amendment, will continue to include all employees, officers, non-employee directors of, and consultants to, the Company or an affiliate, as determined by the Committee.

This summary of the Fourth Amendment is qualified in its entirety by reference to the full text of the Fourth Amendment, a copy of which is attached as Exhibit B to the Company’s Definitive Proxy Statement for its 2015 Annual Stockholders Meeting filed with the Securities and Exchange Commission on August 28, 2015 and incorporated herein by this reference. In addition, a more detailed summary of the 2011 Plan, as amended by the Fourth Amendment, can be found in such Definitive Proxy Statement, under “Proposal No. 4: Approval of an Amendment to our 2011 Stock Incentive Plan.”

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Also at the Annual Meeting, the Company’s stockholders approved an amendment to the Company’s restated Certificate of Incorporation, as amended, to increase the number of authorized shares of the Company’s common stock, par value \$0.001 per share, from 325,000,000 shares to 500,000,000 shares (the “Certificate of Amendment”). The Certificate of Amendment became effective upon filing with the Secretary of State of the State of Delaware on October 15, 2015. A copy of the Certificate of Amendment is attached as Exhibit 3.12 hereto and is incorporated into this Item 5.03 by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the Annual Meeting, there were 201,377,358 shares of our common stock (as of the record date of August 21, 2015) entitled to vote, of which, 153,188,750 shares were present in-person or represented by proxy, representing 76% of the total outstanding shares of our common stock entitled to vote. The final voting results of each proposal are set forth below:

***Proposal No. 1: Election of Directors***

The Company’s stockholders elected each of the four nominees named below to serve on the Company’s Board of Directors until the Company’s 2016 Annual Meeting of stockholders. The votes were as follows:

<b>Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Carlton M. Johnson, Jr.	40,250,269	21,752,430	91,186,051
Steven W. King	54,705,384	7,297,315	91,186,051
David H. Pohl	42,040,858	19,961,841	91,186,051
Eric S. Swartz	45,950,138	16,052,561	91,186,051

**Proposal No. 2: Ratification of Independent Registered Public Accounting Firm**

The Company's stockholders approved the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending April 30, 2016. The votes were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>
144,579,612	6,410,778	2,198,360

**Proposal No. 3: To Approve an Amendment to the Company's Certificate of Incorporation**

The Company's stockholders approved an amendment to the Company's restated Certificate of Incorporation, as amended, to increase the number of authorized shares of the Company's common stock, par value \$0.001 per share, from 325,000,000 shares to 500,000,000 shares. The votes were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>
106,574,001	44,586,265	2,028,484

**Proposal No. 4: To Approve an Amendment to the Company's 2011 Stock Incentive Plan**

The Company's stockholders approved an amendment to the Company's 2011 Stock Incentive Plan, as amended (the "2011 Plan"), to increase the number of shares of the Company's common stock reserved for issuance under the 2011 Plan from up to 18,500,000 shares to up to 33,500,000 shares. The votes were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
43,082,316	18,115,220	805,163	91,186,051

**Proposal No. 5: To Approve, On an Advisory Basis, the Compensation of the Named Executive Officers**

The Company's stockholders approved, on an advisory basis, the compensation of the named executive officers as disclosed in the Company's Definitive Proxy Statement for its 2015 Annual Meeting of stockholders. The votes were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
35,451,926	25,537,937	1,012,836	91,186,051

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following material is filed as an exhibit to this Current Report on Form 8-K:

**Exhibit  
Number**

3.12 Certificate of Amendment to Certificate of Incorporation of Peregrine Pharmaceuticals, Inc., as filed on October 15, 2015 with the Secretary of State of the State of Delaware.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PEREGRINE PHARMACEUTICALS, INC.

Date: October 16, 2015

By: /s/ Paul J. Lytle  
Paul J. Lytle  
Chief Financial Officer

## EXHIBIT INDEX

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
3.12	Certificate of Amendment to Certificate of Incorporation of Peregrine Pharmaceuticals, Inc., as filed on October 15, 2015 with the Secretary of State of the State of Delaware.

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
PEREGRINE PHARMACEUTICALS, INC.,  
A DELAWARE CORPORATION**

PEREGRINE PHARMACEUTICALS, INC., a Delaware corporation organized and existing under and by virtue of the Delaware General Corporation Law (hereinafter referred to as the "Corporation"), hereby certifies as follows:

1. That at a meeting of the Board of Directors of the Corporation resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and directing said amendment to be submitted to the stockholders of the Corporation at a special meeting. The resolutions setting forth the proposed amendment is as follows:

“RESOLVED, that the Certificate of Incorporation be amended by changing the first sentence of ARTICLE 4 so that it shall read as follows:

“The total number of shares of all classes of stock which the Corporation shall have authority to issue is 505,000,000, of which (i) 500,000,000 shares shall be designated “Common Stock” and shall have a par value of \$0.001 per share; and (ii) 5,000,000 shares shall be designated “Preferred Stock” and shall have a par value of \$0.001 per share.”

2. That thereafter, pursuant to resolution of the Board of Directors, an Annual Meeting of the stockholders of the Corporation was duly called and held, upon notice in accordance with Section 222 of the Delaware General Corporation Law, at which Annual Meeting the necessary number of shares as required by statute were voted in favor of the amendment.

3. That said amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by Steven W. King, its President & CEO, and attested to by Mark R. Ziebell, its Secretary, this 15th day of October, 2015.

PEREGRINE PHARMACEUTICALS, INC.,  
a Delaware corporation

By: /s/ Steven W. King  
Steven W. King, President & CEO

ATTEST:

/s/ Mark R. Ziebell  
Mark R. Ziebell, Secretary