

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 10-K/A

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
FOR THE FISCAL YEAR ENDED APRIL 30, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

COMMISSION FILE NUMBER 0-17085  
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PEREGRINE PHARMACEUTICALS, INC.  
(Exact name of Registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of  
incorporation or organization) 95-3698422  
(I.R.S. Employer  
Identification No.)

14272 FRANKLIN AVENUE, SUITE 100, TUSTIN, CALIFORNIA 92780-7017  
(Address of principal executive offices) (Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act: NONE  
Securities registered pursuant to Section 12(g) of the Act: COMMON STOCK

Indicate by check mark whether the registrant (1) has filed all reports  
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of  
1934 during the preceding 12 months (or for such shorter period that the  
registrant was required to file such reports); and (2) has been subject to such  
filing requirements for the past 90 days. YES X NO  
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Indicate by check mark if disclosure of delinquent filers pursuant to  
Item 405 of Regulation S-K is not contained herein, and will not be contained,  
to the best of Registrant's knowledge, in definitive proxy or information  
statements incorporated by reference in Part III of this Form 10-K. [ ]

The aggregate market value of the voting stock held by non-affiliates  
of the Registrant was approximately \$79,708,000 as of August 5, 2002, based upon  
a closing price of \$0.76 per share. Excludes 5,396,503 shares of common stock  
held by executive officers, directors, and shareholders whose ownership exceeds  
5% of the common stock outstanding as of August 5, 2002.

As of August 5, 2002, there were 110,275,209 shares of the Registrant's  
common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Part III of the Form 10-K is incorporated by reference from the  
Registrant's Definitive Proxy Statement for its 2002 Annual Shareholders'  
Meeting.

This amendment is being filed to submit the correct Exhibit 99.1 which was accidentally deleted and replaced with a press release by our filing service upon submission of our Form 10-K as filed on August 13, 2002.

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Peregrine Pharmaceuticals, Inc. (the "Company") on Form 10-K for the fiscal year ended April 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Edward J. Legere, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of the Company.

By: /s/ Edward J. Legere

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Name: Edward J. Legere  
Title: President and Chief Executive Officer

In connection with the Annual Report of Peregrine Pharmaceuticals, Inc. (the "Company") on Form 10-K for the fiscal year ended April 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Paul J. Lytle, Vice President of Finance and Accounting of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of the Company.

By: /s/ Paul J. Lytle

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Name: Paul J. Lytle  
Title: Vice President, Finance and Accounting