

CELL THERAPEUTICS INC
Form 8-K
September 30, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report: (Date of earliest event reported): September 30, 2009 (September 29, 2009)

CELL THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Washington
(State or other jurisdiction of
incorporation or organization)

001-12465
(Commission File Number)

91-1533912
(I.R.S. Employer
Identification Number)

501 Elliott Avenue West, Suite 400

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Seattle, Washington 98119

(Address of principal executive offices)

Registrant's telephone number, including area code: (206) 282-7100

Not applicable

(Former name or former address, if changed since last report).

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure.

The information provided pursuant to this Item 7.01 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any filing or other document filed by Cell Therapeutics, Inc. (the Company) pursuant to the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document. The information provided pursuant to this Item 7.01 shall instead be deemed furnished.

An English translation of the Company's listing prospectus (the Registration Document) related to the registration of the Company's common stock as required by the Commissione Nazionale per la Società e la Borsa (CONSOB) is furnished and not filed pursuant to Item 7.01 as Exhibit 99.1 hereto. An English translation of the Company's notice regarding the publication of the Registration Document is furnished and not filed pursuant to Item 7.01 as Exhibit 99.2 hereto.

Item 8.01 Other Events.

On September 29, 2009, the Company published the Registration Document in Italy. The Company initially filed the Registration Document with CONSOB on July 23, 2009, and on September 24, 2009, CONSOB approved the Company's publication of the Registration Document. The Registration Document is effective for one year from the date of CONSOB's approval and the Company may use it to register its securities on the Italian stock market. On September 29, 2009, the Company published a notice announcing the publication of the Registration Document in Italy.

Italian laws, rules and regulations governing the issuance and sale of securities in Italy differs from those in the United States. As a result, certain disclosures made in the Registration Document are not required under the laws, rules and regulations of the United States. For example, CONSOB required the Company to disclose certain financial information in the Registration Document that are not required in the United States, and CONSOB does not require such financial information to be audited or independently reviewed.

Due to the lengthy process of review and comment on the Registration Document by CONSOB, the Registration Document includes disclosures as of a date that is prior to the approval date and publication date. Under Italian law, the Company was not required by CONSOB to update those disclosures prior to the publication date of the Registration Document. As a result, the Company's disclosures included in the Company's filings with the U.S. Securities and Exchange Commission (SEC) (other than the Registration Document) should control in the event there is any discrepancy or conflict between disclosures made therein and disclosures contained in the Registration Document.

The Registration Document contains forward-looking statements that are based on the Company's expectations regarding, among other things, the Company, the growth of its business, its financial performance and the development of industry the Company operates. Since these forward-looking statements reflect the Company's estimates regarding future events, they involve a number of risks and uncertainties, the outcome of which could materially and/or adversely affect future results. Therefore, no undue reliance should be placed on any forward-looking statements contained in the Registration Document as the statements speak only as of the date on which such statements were made. In evaluating these forward-looking statements, investors should also consider the risk factors contained in the Registration Document and other risk factors listed or described from time to time in the Company's filings with the SEC, including, without limitation, the Company's most recent filings on Forms 10-K, 10-Q and 8-K. Except as may be required by law, the Company does not intend to update or alter its forward-looking statements whether as a result of new information, future events or otherwise.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

| Number | Description |
|---------------|---|
| 99.1 | Registration Document of Cell Therapeutics, Inc. (English translation). |
| 99.2 | Notice, dated September 29, 2009, entitled Notice Concerning the Publication of the Registration Document of Cell Therapeutics, Inc. (English translation). |

SIGNATURE

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

CELL THERAPEUTICS, INC.

Date: September 30, 2009

By: /s/ James A. Bianco
James A. Bianco, M.D.
Chief Executive Officer

EXHIBIT INDEX

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