

SPECTRUM PHARMACEUTICALS INC

Form DEFA14A

June 10, 2005

**SCHEDULE 14A INFORMATION**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant  X

Filed by a Party other than the Registrant  O

Check the appropriate box:

- Preliminary Proxy Statement  
 Definitive Proxy Statement  
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Additional Materials  
 Soliciting Material Pursuant to §240.14a-12

**SPECTRUM PHARMACEUTICALS, INC.**

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(Name of Registrant as Specified In Its Charter)

N/A

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

X Fee not required.

O Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.  
(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.  
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form,  
Schedule or  
Registration  
Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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THE FOLLOWING DISCLOSURE WAS INCLUDED IN ITEM 7.01 OF THE CURRENT REPORT ON FORM 8-K FILED WITH THE SECURITIES AND EXCHANGE COMMISSION BY SPECTRUM PHARMACEUTICALS, INC., ON JUNE 10, 2005:

Spectrum Pharmaceuticals, Inc. (the Company ) acknowledges a recent press release issued by Xmark Asset Management, LLC.

The Spectrum Board of Directors (the Spectrum Board ) is always interested in the views of its stockholders. This stockholder s suggestions were brought to the attention of the Spectrum Board, which gave them thorough and serious consideration, as it would if received from any stockholder.

The Spectrum Board is fully aware of its fiduciary duties, and has always discharged its obligations in a diligent manner.

The Spectrum Board is committed to enhancing stockholder value and is always looking for opportunities to achieve this objective. It believes that with a combination of the Company s focused strategy and continued execution, the Company is well-positioned to continue to create stockholder value. The Spectrum Board will continue to do what it believes is in the best long-term interest of all stockholders.

The Company also notes that Institutional Shareholder Services ( ISS ) has recommended that stockholders vote FOR the Company s director nominees at the Company s upcoming Annual Meeting of Stockholders. ISS is widely recognized as the leading independent proxy advisory firm in the nation. Its recommendations are relied upon by hundreds of major institutional investment firms, mutual funds, and other fiduciaries throughout the country.