SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Ziebell Mark R	PEREGRINE PHARMACEUTICALS INC [PPHM]	

(Last)	(First)	(Middle)
14282 FRANKLIN AVE.		

3. Date of Earliest Transaction (Month/Day/Year)
05/23/2016

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

V. P., General Counsel

(Street)		
TUSTIN	CA	92780

| (City) | (State) | (Zip) |

4. If Amendment, Date of Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)

X	Form filed by One Reporting Person
	Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
10.5% Series E Convertible Preferred Stock	$3[1]	05/23/2016		P		300		05/23/2016	[2]	Common Stock	2,500[3]	$11.5	300	D	
10.5% Series E Convertible Preferred Stock	$3[1]	05/23/2016		P		300		05/23/2016	[2]	Common Stock	2,500[3]	$11.9	600	D	
10.5% Series E Convertible Preferred Stock	$3[1]	05/24/2016		P		300		05/24/2016	[2]	Common Stock	2,500[3]	$13	900	D	

Explanation of Responses:

1. Each share of 10.5% Series E Convertible Preferred Stock (the "Series E Preferred Stock") shall be convertible at any time at the option of the holder into that number of whole shares of common stock equal to $25.00 per share, plus accrued and unpaid dividends, divided by an initial conversion price of $3.00, as may be adjusted.

2. The Series E Preferred Stock has no expiration date.

3. As of the date of issuance (assuming no accrued and unpaid dividends and no adjustments to the conversion price), 300 shares of Series E Preferred Stock would have been convertible into 2,500 shares of Common Stock.

/s/ Mark R. Ziebell	05/24/2016
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.