

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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): **April 13, 2015**

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)

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:

- 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 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 1.01. Entry into a Material Definitive Agreement.

On April 13, 2015, Peregrine Pharmaceuticals, Inc. (the “Company”) entered into an amendment (the “Amendment”) to an existing At Market Issuance Sales Agreement (the “Sales Agreement”) with MLV & Co. LLC (“MLV”) dated June 13, 2014, to substitute registration statements from which shares of its common stock (“Common Stock”) may be offered and sold under the Sales Agreement. The Amendment replaces the original registration statement specified in the Sales Agreement which expired on April 12, 2015, with the Company’s shelf registration statement on Form S-3 (File No. 333-201245), which became effective on January 15, 2015. As of the date of the Amendment, the Company may issue and sell through MLV, acting as its agent, shares of its Common Stock for aggregate gross proceeds of up to \$12,328,645 under the Sales Agreement, as amended. MLV may sell the Common Stock by any method permitted by law, including sales deemed to be an “at-the-market” offering as defined in Rule 415 of the Securities Act, including without limitation, sales made directly on The NASDAQ Capital Market, on any other existing trading market for the Common Stock or to or through a market maker. MLV may also sell the Common Stock in privately negotiated transactions, subject to the Company’s prior approval. The Company will pay MLV a commission equal to 2.5% of the gross proceeds from the sale of shares of the Company’s Common Stock pursuant to the Sales Agreement.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of any offer to buy the securities discussed herein, nor shall there be any offer, solicitation or sale of the securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state. The foregoing description of the Amendment and the transactions contemplated thereby do not purport to be complete and is qualified in its entirety by reference to such exhibit.

The legal opinion of K&L Gates LLP relating to the shares of Common Stock to be issued pursuant to the Sales Agreement, as amended is filed as Exhibit 5.1 to this Current Report on Form 8-K.

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**

- | | |
|-------|---|
| 10.27 | Amendment No. 1, dated April 13, 2015, to At Market Issuance Sales Agreement, dated June 13, 2014, between Peregrine Pharmaceuticals, Inc. and MLV & Co. LLC. |
| 5.1 | Opinion of K&L Gates LLP. |
| 23.1 | Consent of K&L Gates LLP (contained in Exhibit 5.1 hereto). |

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: April 13, 2015

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

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of K&L Gates LLP.
10.27	Amendment No. 1, dated April 13, 2015, to At Market Issuance Sales Agreement, dated June 13, 2014, between Peregrine Pharmaceuticals, Inc. and MLV & Co. LLC.
23.1	Consent of K&L Gates LLP (contained in Exhibit 5.1 hereto).

K&L GATES**K&L GATES LLP**
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April 13, 2015

Peregrine Pharmaceuticals, Inc.
14282 Franklin Avenue
Tustin, California 92780

Ladies and Gentlemen:

We have acted as counsel for Peregrine Pharmaceuticals, Inc., a Delaware corporation (the "Company"), in connection with the proposed offering and sale from time to time by the Company of the Company's Common Stock, par value \$0.001 per share, having an aggregate offering price of up to \$12,328,645 (the "Shares"), pursuant to the Registration Statement on Form S-3 (No. 333-201245) (the "Registration Statement"), filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), by the Company on December 23, 2014 and declared effective by the Commission on January 15, 2015, the related base prospectus dated January 15, 2015 (the "Base Prospectus") and the prospectus supplement dated April 13, 2015 (together with the Base Prospectus, the "Prospectus").

You have requested our opinion as to the matters set forth below in connection with the Registration Statement, the Prospectus and the offering of the Shares thereunder. For purposes of rendering such opinion, we have examined the Prospectus, the Registration Statement, the Company's Certificate of Incorporation, as amended, and Amended and Restated Bylaws, and the corporate action of the Company that provides for the issuance of the Shares, and we have made such other investigation as we have deemed appropriate. We have examined and relied upon certificates of public officials and, as to certain matters of fact that are material to our opinion, we have also relied on a certificate of an officer of the Company. In rendering our opinion, we have made the assumptions that are customary in opinion letters of this kind. We have not verified any of those assumptions.

Our opinion set forth below is limited to the Delaware General Corporation Law, including the applicable provisions of the Delaware Constitution and reported judicial decisions interpreting those laws.

Based upon and subject to the foregoing, it is our opinion that the Shares are duly authorized for issuance by the Company and, when issued and paid for as described in the Prospectus, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Company's Current Report on Form 8-K and to the reference to this firm in the related prospectus supplement under the caption "Legal Matters." In giving our consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Yours truly,

/s/ K&L Gates LLP

K&L Gates LLP

**Amendment No. 1 to
At Market Issuance Sales Agreement**

April 13, 2015

MLV & Co. LLC
1301 Avenue of the Americas, 43rd Floor
New York, NY 10019

Ladies and Gentlemen:

Reference is made to the At Market Issuance Sales Agreement, dated June 13, 2014, including the Schedules thereto, relating to the sale and issuance of common stock (the "Sales Agreement"), between MLV & Co. LLC ("MLV") and Peregrine Pharmaceuticals, Inc., a Delaware corporation (the "Company"). All capitalized terms used in this Amendment No. 1 to At Market Issuance Sales Agreement between MLV and the Company (this "Amendment") and not otherwise defined herein shall have the respective meanings assigned to such terms in the Sales Agreement. MLV and the Company agree as follows:

A. Amendments to Sales Agreement. The Sales Agreement is amended as follows:

1. In Section 1 of the Sales Agreement, the reference to "a registration statement on Form S-3 (File No. 333-180028)," in the second paragraph, is deleted and replaced with "a registration statement on Form S-3 (File No. 333-201245)."

2. Section 14 is amended by deleting the words "1251 Avenue of the Americas, 41st Floor, New York, NY 10020, and replacing them with "1301 Avenue of the Americas, 43rd Floor, New York, NY 10019."

3. Schedule 1 is amended by adding the words "as amended on April 13, 2015" immediately after "June 13, 2014."

4. The first sentence of the Form of Representation Date Certificate attached as Exhibit 7(l) is amended to add "as amended on April 13, 2015" after "June 13, 2014."

B. Prospectus Supplement. The Company shall file a 424(b) Prospectus Supplement reflecting this Amendment within 2 business days of the date hereof.

C. No Other Amendments. Except as set forth in Part A above, all the terms and provisions of the Sales Agreement shall continue in full force and effect.

D. Counterparts. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Delivery of an executed Amendment by one party to the other may be made by facsimile or email transmission.

E. Governing Law. This Amendment shall be governed by, and construed in accordance with, the internal laws of the State of New York without regard to the principles of conflicts of laws.

[Remainder of page intentionally left blank.]

If the foregoing correctly sets forth the understanding between us, please so indicate in the space provided below for that purpose.

Very truly yours,

Peregrine Pharmaceuticals, Inc.

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

ACCEPTED as of the date first above written:

MLV & Co. LLC

By: /s/ Patrice McNicoll
Name: Patrice McNicoll
Title: Chief Executive Officer