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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): **October 16, 2009**

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**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)

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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.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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On October 16, 2009, Peregrine Pharmaceuticals, Inc. (the "Company") filed a Certificate of Amendment of Certificate of Incorporation ("Certificate of Amendment") in order to effect a 1-for-5 reverse stock split of the Company common stock effective as of the close of business on October 16, 2009.

As a result of the reverse stock split, every 5 shares of the Company's issued and outstanding common stock will be combined into 1 share of common stock. The reverse stock split will not change the number of authorized shares of the Company's common stock.

No fractional shares will be issued in connection with the reverse stock split. If, as a result of the reverse stock split, a stockholder would otherwise hold a fractional share, the number of shares to be received by such stockholder will be rounded up to the next whole number.

Following the reverse stock split, the Company expects to have approximately 47.4 million shares of common stock outstanding as of the filing of the Company's most recent Quarterly Report on Form 10-Q. The reverse stock split will affect all shares of the Company's common stock, including common stock underlying stock options and warrants that are outstanding immediately prior to the effective time of the reverse stock split.

Additional information about the reverse stock split is available in the Company's definitive proxy statement filed with the Securities and Exchange Commission on August 28, 2008.

The Amendment is attached hereto as Exhibit 3.10 and is incorporated by reference herein. The press release announcing the reverse stock split is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**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:

<b><u>Exhibit Number</u></b>	
3.10	Certificate of Amendment to Certificate of Incorporation
99.1	Press Release of Peregrine Pharmaceuticals, Inc., dated October 19, 2009, announcing reverse stock split

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**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: October 19, 2009

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

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**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
3.10	Certificate of Amendment to Certificate of Incorporation dated October 16, 2009.
99.1	Press Release of Peregrine Pharmaceuticals, Inc., dated October 16, 2009, announcing the 1:5 reverse stock split.

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**CERTIFICATE OF AMENDMENT  
 OF  
 CERTIFICATE OF INCORPORATION  
 OF  
 PEREGRINE PHARMACEUTICALS, INC.,  
 A DELAWARE CORPORATION**

PEREGRINE PHARMACEUTICALS, INC., a Delaware corporation organized and existing under and by virtue of the Delaware General Corporation Law (hereinafter referred to as the "Corporation"), hereby certifies as follows:

1. That at a meeting of the Board of Directors of the Corporation resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and directing said amendment to be submitted to the stockholders of the Corporation at the 2008 Annual Meeting. The resolutions set forth the proposed amendment as follows:

RESOLVED, that ARTICLE 4 of the Certificate of Incorporation of the Corporation be amended by adding the following paragraph at the end thereof:

**"Reverse Stock Split.**

Effective as of the close of business on the filing date of this Certificate of Amendment with the Secretary of State of the State of Delaware (the "Effective Time"), every five (5) outstanding shares of Common Stock, par value \$0.001, of the Corporation issued and outstanding or held in the treasury of the Corporation as of the close of business on October 16, 2009 will automatically be combined, reclassified and changed into one (1) fully paid and non-assessable share of Common Stock, par value \$0.001, without any further action by the holders of such shares; provided, however, that no fractional shares shall be issued. Stockholders who would otherwise be entitled to a fractional share will receive one whole share of common stock in lieu of such fraction. No other exchange, reclassification or cancellation of issued shares shall be effected by this Amendment."

2. That thereafter, pursuant to resolution of the Board of Directors, an Annual Meeting of the stockholders of the Corporation was duly called and held, upon notice in accordance with Section 222 of the Delaware General Corporation Law, at which Annual Meeting the necessary number of shares as required by statute were voted in favor of the amendment.

3. That said amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by Steven W. King, its President and CEO, and attested to by Paul J. Lytle, its CFO and Corporate Secretary, this 16th day of October, 2009.

PEREGRINE PHARMACEUTICALS, INC.,  
 a Delaware corporation

By: /s/ Steven W. King  
 Steven W. King, President and CEO

ATTEST:

/s/ Paul J. Lytle  
 Paul J. Lytle, CFO and Corporate Secretary



Contacts:  
GendeLLindheim BioCom Partners

Investors  
info@peregrineinc.com  
(800) 987-8256

Media  
Barbara Lindheim  
(212) 918-4650

**PEREGRINE PHARMACEUTICALS ANNOUNCES IMPLEMENTATION OF 1:5  
REVERSE STOCK SPLIT TO TAKE EFFECT OCTOBER 19, 2009**

***—New Capital Structure Does Not Alter Each Stockholder’s Ownership  
Percentage of the Company—***

***—Reverse Stock Split Expected to Ensure the Company’s Continued  
Listing on NASDAQ Capital Market—***

**TUSTIN, Calif., October 16, 2009** -- Peregrine Pharmaceuticals, Inc. (NASDAQ: PPHM) today announced that a previously approved reverse split of its common stock will take effect at the start of NASDAQ trading on Monday, October 19, 2009 on a 1-for-5 split-adjusted basis. Peregrine's shares will continue to trade on the NASDAQ Capital Market under the symbol "PPHM," with the letter "D" added to the end of the trading symbol for a period of 20 trading days to indicate the reverse stock split has occurred. The Company's symbol will revert back to its original symbol "PPHM" on November 16, 2009. A new CUSIP number will be assigned to Peregrine's common stock when the split becomes effective.

“We believe that our continued listing on the NASDAQ Stock Market is essential to our future success, and we expect that this reverse stock split will enable us to regain compliance with the minimum bid price rule, the only deficiency affecting our continued NASDAQ listing,” noted Paul Lytle, CFO of Peregrine. “The 1:5 exchange ratio that was approved by the Board of Directors is the result of both our extensive evaluations of the capital structure of peer companies in Phase II and Phase III clinical trials and the expert advice of a number of highly experienced financial advisors. Based on previous meetings with institutional investors, we also expect the new capital structure will allow us to attract a broader range of investors to our company.”

The 1-for-5 reverse stock split will automatically convert five current shares of Peregrine's common stock into one new share of common stock. The reverse split, which was approved by Peregrine shareholders in October 2008, will reduce the number of shares of outstanding common stock from approximately 237 million as of the filing of the Company's most recent Quarterly Report on Form 10-Q to approximately 47.4 million. It will also affect all issued and outstanding shares of the Company's common stock, and shares of common stock underlying stock options and warrants that are outstanding immediately prior to the effective date of the reverse stock split. Each shareholder's new share count will be rounded up to the nearest whole share if the number of shares is not evenly divisible by the ratio of the reverse split. The reverse stock split will not negatively affect any of the rights that accrue to holders of Peregrine common stock and shares of common stock underlying stock options and warrants that are outstanding immediately prior to the effective date of the reverse stock split.

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“Peregrine is achieving significant progress in every aspect of our business—from the growing body of promising Phase II data reported in our bavituximab and Cotara® cancer studies, to the increasing interest and activity in our PS-targeting anti-viral program, to the growing revenues we are seeing from both our government R&D contract and our Avid Bioservices contract manufacturing subsidiary,” said Steven W. King, president and CEO of Peregrine. “We believe implementing this reverse stock split at such a positive time in the company’s history will enhance our efforts to build long-term shareholder value by creating a capital structure that is more attractive to a range of investors, including major institutional investors.”

When the reverse split takes effect, shareholders holding certificated shares or shares through a brokerage account will have their shares automatically adjusted to reflect the reverse stock split on the effective date.

For more information on Peregrine’s reverse stock split, see the Reverse Stock Split FAQs at [www.peregrineinc.com](http://www.peregrineinc.com).

#### **About Peregrine Pharmaceuticals**

Peregrine Pharmaceuticals, Inc. is a biopharmaceutical company with a portfolio of innovative product candidates in clinical trials for the treatment of cancer and serious virus infections. The company is pursuing three separate clinical programs in cancer and HCV infection with its lead product candidates bavituximab and Cotara®. Peregrine also has in-house manufacturing capabilities through its wholly owned subsidiary Avid Bioservices, Inc. ([www.avidbio.com](http://www.avidbio.com)), which provides development and bio-manufacturing services for both Peregrine and outside customers. Additional information about Peregrine can be found at [www.peregrineinc.com](http://www.peregrineinc.com).

*Safe Harbor Statement: Statements in this press release which are not purely historical, including statements regarding Peregrine Pharmaceuticals' intentions, hopes, beliefs, expectations, representations, projections, plans or predictions of the future are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The forward-looking statements involve risks and uncertainties including, but not limited to, the risk that following the reverse split the company's stock price will not maintain a minimum closing bid price of \$1.00 for the requisite period of ten trading days necessary to regain compliance with the NASDAQ continued listing requirements. It is important to note that the company's actual results could differ materially from those in any such forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to, uncertainties associated with completing preclinical and clinical trials for our technologies; the early stage of product development; the significant costs to develop our products as all of our products are currently in development, preclinical studies or clinical trials; obtaining additional financing to support our operations and the development of our products; obtaining regulatory approval for our technologies; anticipated timing of regulatory filings and the potential success in gaining regulatory approval and complying with governmental regulations applicable to our business. Our business could be affected by a number of other factors, including the risk factors listed from time to time in the company's SEC reports including, but not limited to, the annual report on Form 10-K for the year ended April 30, 2009 and the quarterly report on Form 10-Q for the quarter ended July 31, 2009. The company cautions investors not to place undue reliance on the forward-looking statements contained in this press release. Peregrine Pharmaceuticals, Inc. disclaims any obligation, and does not undertake to update or revise any forward-looking statements in this press release.*

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