



(Registrant's telephone number including area code)

---

(Registrant's 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 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(b) under the Exchange Act (17 CFR 240.14a-12(b))

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 8.01. Other Events.**

On October 3, 2014, Titan Pharmaceuticals, Inc. (the “Company”) issued a press release announcing the pricing of its public offering of 21,000,000 units at \$0.50 per unit.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference

As a result of anti-dilution provisions contained in the Company’s outstanding Series A warrants to purchase 5,408,638 shares of common stock issued in the April 2012 private placement, the exercise price of such warrants will be reduced from \$1.15 to \$0.89 per share.

**Item 9.01. Financial Statement and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
-------------	-------------

99.1	Press Release dated October 3, 2014
------	-------------------------------------

**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 thereunto duly authorized.

TITAN  
PHARMACEUTICALS,  
INC.

By: /s/ Sunil Bhonsle  
Name: Sunil Bhonsle  
Title: President

Dated: October 3, 2014