



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

Mail Stop 4720

January 13, 2016

Rajesh C. Shrotriya, M.D.
Spectrum Pharmaceuticals, Inc.
Chief Executive Officer
11500 South Eastern Avenue, Suite 240
Henderson, NV 89052

**Re: Spectrum Pharmaceuticals, Inc.
Registration Statement on Form S-3
Filed December 23, 2015
File No. 333-208760**

Dear Dr. Shrotriya:

We have limited our review of your registration statement to those issues we have addressed in our comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to these comments, we may have additional comments.

Incorporation Of Certain Documents By Reference, page 20

1. Please revise the first full paragraph on page 21 to incorporate by reference applicable filings made after the date of the initial registration statement and prior to effectiveness of the registration statement. For additional guidance, see Compliance and Disclosure Interpretations, Securities Act Forms, Question 123.05.

Exhibit 5.1

2. Please have counsel expand its legal opinion to cover the common stock purchase rights and the units which you describe in the registration statement on pages 6 and 17, respectively. Refer to Section II.B.1.g and Section II.B.1.h of Staff Legal Bulletin No. 19 (Oct. 14, 2011).

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Act of 1933 and all applicable Securities Act rules require. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Notwithstanding our comments, in the event you request acceleration of the effective date of the pending registration statement, please provide a written statement from the company acknowledging that:

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please refer to Rules 460 and 461 regarding requests for acceleration. We will consider a written request for acceleration of the effective date of the registration statement as confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

Please contact Tara Keating Brooks at (202) 551-8336 or Joseph McCann at (202) 551-6262 with any questions.

Sincerely,

/s/ Suzanne Hayes

Suzanne Hayes
Assistant Director
Office of Healthcare and Insurance

cc (via email): Marc Alcer, Esq. - Stradling Yocca Carlson & Rauth, P.C