

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2013-01-11**
SEC Accession No. [0001140361-13-002059](#)

(HTML Version on secdatabase.com)

REPORTING OWNER

Landy Joseph P.

CIK:**1220638**

Type: **4** | Act: **34** | File No.: **001-32626** | Film No.: **13529098**

Mailing Address
C/O WARBURG PINCUS LLC
450 LEXINGTON AVENUE
NEW YORK NY 10017

KAYE CHARLES R

CIK:**1239318**

Type: **4** | Act: **34** | File No.: **001-32626** | Film No.: **13529096**

Mailing Address
C/O WARBURG PINCUS LLC
450 LEXINGTON AVENUE
NEW YORK NY 10017

ISSUER

Talon Therapeutics, Inc.

CIK:**1140028** | IRS No.: **320064979** | State of Incorp.:**DE** | Fiscal Year End: **1231**
SIC: **2834** Pharmaceutical preparations

Mailing Address
2207 BRIDGEPOINTE
PARKWAY
SUITE 250
SAN MATEO CA 94404

Business Address
2207 BRIDGEPOINTE
PARKWAY
SUITE 250
SAN MATEO CA 94404
650-588-6404

WARBURG PINCUS & CO.

CIK:**929408** | State of Incorp.:**NY** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-32626** | Film No.: **13529105**

Mailing Address
450 LEXINGTON AVENUE
NEW YORK
NY NY 100173147

Business Address
450 LEXINGTON AVENUE
NEW YORK
NY NY 100173147
2128780600

WARBURG PINCUS LLC

CIK:**1162870** | State of Incorp.:**NY** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-32626** | Film No.: **13529099**

Mailing Address
450 LEXINGTON AVENUE
NEW YORK NY 10017

Business Address
450 LEXINGTON AVENUE
NEW YORK NY 10017
212-878-0600

Warburg Pincus Partners LLC

CIK:**1322709** | State of Incorp.:**NY** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-32626** | Film No.: **13529100**

Mailing Address
450 LEXINGTON AVENUE
NEW YORK NY 10017

Business Address
450 LEXINGTON AVENUE
NEW YORK NY 10017
212-878-0600

Warburg Pincus X, L.P.

CIK:**1414561** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-32626** | Film No.: **13529102**

Mailing Address	Business Address
<i>C/O WARBURG PINCUS LLC</i>	<i>C/O WARBURG PINCUS LLC</i>
<i>450 LEXINGTON AVENUE</i>	<i>450 LEXINGTON AVENUE</i>
<i>NEW YORK NY 10017</i>	<i>NEW YORK NY 10017</i>
	<i>212-878-0600</i>

Warburg Pincus X LLC

CIK:**1414564** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-32626** | Film No.: **13529101**

Mailing Address	Business Address
<i>C/O WARBURG PINCUS LLC</i>	<i>C/O WARBURG PINCUS LLC</i>
<i>450 LEXINGTON AVENUE</i>	<i>450 LEXINGTON AVENUE</i>
<i>NEW YORK NY 10017</i>	<i>NEW YORK NY 10017</i>
	<i>212-878-0600</i>

Warburg Pincus Private Equity X, L.P.

CIK:**1414565** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-32626** | Film No.: **13529104**

Mailing Address	Business Address
<i>C/O WARBURG PINCUS LLC</i>	<i>C/O WARBURG PINCUS LLC</i>
<i>450 LEXINGTON AVENUE</i>	<i>450 LEXINGTON AVENUE</i>
<i>NEW YORK NY 10017</i>	<i>NEW YORK NY 10017</i>
	<i>212-878-0600</i>

Warburg Pincus X Partners, L.P.

CIK:**1451560** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-32626** | Film No.: **13529103**

Mailing Address	Business Address
<i>C/O WARBURG PINCUS LLC</i>	<i>C/O WARBURG PINCUS LLC</i>
<i>450 LEXINGTON AVENUE</i>	<i>450 LEXINGTON AVENUE</i>
<i>NEW YORK NY 10017</i>	<i>NEW YORK NY 10017</i>
	<i>212-878-0600</i>

FORM 4

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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Estimated average burden hours per response	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person WARBURG PINCUS & CO.			2. Issuer Name and Ticker or Trading Symbol Talon Therapeutics, Inc. [TLON]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/11/2013					
450 LEXINGTON AVENUE, (Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person		
NEW YORK, NY 10017 (City) (State) (Zip)								

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)			

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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series A-3 Convertible Preferred Stock, \$0.001 Par Value	\$0.35 ⁽³⁾	01/11/2013		C		54,000		01/11/2013	⁽³⁾	Common Stock	15,428,570 ⁽³⁾	\$100	162,000	I ⁽²⁾	See footnotes ⁽¹⁾ ⁽²⁾
Right to Acquire Series A-3 Convertible Preferred Stock	\$100 ⁽⁴⁾	01/11/2013		C		54,000		01/09/2012	⁽⁴⁾	Series A-3 Convertible Preferred Stock	54,000 ⁽⁴⁾	⁽⁴⁾	420,000 ⁽⁴⁾	I ⁽⁴⁾	See footnotes ⁽¹⁾ ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus Private Equity X, L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus X Partners, L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus X, L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus X LLC C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus Partners LLC C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
KAYE CHARLES R C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
Landy Joseph P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		

Explanation of Responses:

1. See Exhibit 99.1; Note 1.
2. See Exhibit 99.1; Note 2.
3. See Exhibit 99.1; Note 3.
4. See Exhibit 99.1; Note 4.

Remarks:

Exhibit List: [Exhibit 99.1 - Explanation of Responses](#) [Exhibit 99.2 - Joint Filer Information](#) [Exhibit 99.3 - Joint Filers' Signatures](#)

Signatures

[Warburg Pincus & Co.](#), By: [/s/ Scott A. Arenare, Attorney-in-Fact](#)

** Signature of Reporting Person

[01/14/2013](#)

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.

Designated Filer: Warburg Pincus & Co.
Issuer & Ticker Symbol: Talon Therapeutics, Inc. [TLON]
Date of Event Requiring Statement: January 11, 2013

Explanation of Responses:

(1) This Form 4 is filed on behalf of Warburg Pincus Private Equity X, L.P., a Delaware limited partnership ("WP X"), Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WPP X" and, together with WP X, the "WP X Funds"), Warburg Pincus X, L.P., a Delaware limited partnership and the sole general partner of each of the WP X Funds ("WP X LP"), Warburg Pincus X LLC, a Delaware limited liability company and the sole general partner of WP X LP ("WP X LLC"), Warburg Pincus Partners LLC, a New York limited liability company and the sole member of WP X LLC ("WPP LLC"), Warburg Pincus & Co., a New York general partnership and the managing member of WPP LLC ("WP"), Warburg Pincus LLC, a New York limited liability company that manages each of the WP X Funds ("WP LLC"), and Charles R. Kaye and Joseph P. Landy, each a Managing General Partner of WP and a Co-President and Managing Member of WP LLC. Messrs. Kaye and Landy may be deemed to control the WP X Funds, WP X LP, WP X LLC, WPP LLC, WP and WP LLC. Each of the WP X Funds, WP X LP, WP X LLC, WPP LLC, WP, WP LLC, and Messrs. Charles R. Kaye and Joseph P. Landy is a "Warburg Pincus Reporting Person" and collectively, the "Warburg Pincus Reporting Persons."

This Form 4 shall not be deemed an admission that any Warburg Pincus Reporting Person, other than the WP X Funds, or any other person referred to herein is a beneficial owner of any Securities (as defined below) or has the right to acquire Series A-3 Preferred (as defined below) for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose or that any Reporting Person or other person has an obligation to file this Form 4. The WP X Funds, WP X LP, WP X LLC, WPP LLC and WP are directors-by-deputization solely for purposes of Section 16 of the Exchange Act.

(2) WP X directly beneficially owns 156,978 shares of Series A-3 Convertible Preferred Stock, par value \$0.001 per share (the "Series A-3 Preferred"), of Talon Therapeutics, Inc., a Delaware corporation (the "Company"), and WPP X directly beneficially owns 5,022 shares of Series A-3 Preferred (together with the 156,978 shares of Series A-3 Preferred beneficially owned by WP X, the "Securities"). By reason of the provisions of Rule 16a-1 of the Exchange Act, each of the Warburg Pincus Reporting Persons, other than the WP X Funds, may be deemed to be the beneficial owners of an indeterminate portion of the Securities that may be deemed to be beneficially owned by the WP X Funds, and each WP X Fund may be deemed to beneficially own an indeterminate portion of the Securities that may be deemed to be beneficially owned by the other WP X Fund. Each of the Warburg Pincus Reporting Persons, other than the WP X Funds, may be deemed to have an indirect pecuniary interest in an indeterminate portion of the Securities that may be deemed to be beneficially owned by the WP X Funds. Each Warburg Pincus Reporting Person disclaims beneficial ownership of all Securities that may be deemed to be beneficially owned by the WP X Funds, except to the extent of any indirect pecuniary interest therein, and each WP X Fund disclaims beneficial ownership of all Securities that may be deemed to be beneficially owned by the other WP X Fund.

(3) Each share of Series A-3 Preferred is convertible into such number of shares of common stock of the Company, par value \$0.001 ("Common Stock"), as is equal to the accreted value of such share of Series A-3 Preferred divided by a conversion price equal to \$0.35 as of January 11, 2013, subject to adjustment pursuant to the terms of the certificate of designation setting forth the designations, preferences, limitations and relative rights of the Series A-3 Preferred. Unless converted or redeemed pursuant to their terms, the Series A-3 Preferred do not expire.

(4) The WP X Funds partially exercised their contractual right to acquire Series A-3 Preferred. WP X acquired 52,326 shares of Series A-3 Preferred and WPP X acquired 1,674 shares of Series A-3 Preferred. Deerfield Private Design Fund, L.P., Deerfield Private Design International, L.P., Deerfield Special Situations Fund, L.P., and Deerfield Special Situations Fund International Limited exercised their right to purchase ten percent (10%) of such shares and acquired 6,000 shares of Series A-3 Preferred in the aggregate, which reduced the number of

Designated Filer: Warburg Pincus & Co.
Issuer & Ticker Symbol: Talon Therapeutics, Inc. [TLON]
Date of Event Requiring Statement: January 11, 2013

shares acquirable by the WP X Funds pursuant to their contractual right by such amount. By reason of the provisions of Rule 16a-1 of the Exchange Act, each of the Warburg Pincus Reporting Persons, other than the WP X Funds, may be deemed to be the beneficial owners of an indeterminate portion of such right to acquire shares of Series A-3 Preferred that may be deemed to be beneficially owned by the WP X Funds, and each WP X Fund may be deemed to beneficially own an indeterminate portion of the right to acquire shares of Series A-3 Preferred that may be deemed to be beneficially owned by the other WP X Fund. Each of the Warburg Pincus Reporting Persons, other than the WP X Funds, may be deemed to have an indirect pecuniary interest in an indeterminate portion of the right to acquire shares of Series A-3 Preferred that may be deemed to be beneficially owned by the WP X Funds. Each Warburg Pincus Reporting Person disclaims beneficial ownership of the right to acquire shares of Series A-3 Preferred that may be deemed to be beneficially owned by the WP X Funds, except to the extent of any indirect pecuniary interest therein, and each WP X Fund disclaims beneficial ownership of right to acquire shares of Series A-3 Preferred that may be deemed to be beneficially owned by the other WP X Fund.

Designated Filer: Warburg Pincus & Co.
Issuer & Ticker Symbol: Talon Therapeutics, Inc. [TLON]
Date of Event Requiring Statement: January 11, 2013

Joint Filer Information

Joint Filers:

1. Name: Warburg Pincus Private Equity X, L.P.
Address: C/O WARBURG PINCUS & CO.
450 LEXINGTON AVENUE
New York, NY 10017
2. Name: Warburg Pincus X Partners, L.P.
Address: C/O WARBURG PINCUS & CO.
450 LEXINGTON AVENUE
New York, NY 10017
3. Name: Warburg Pincus X, L.P.
Address: C/O WARBURG PINCUS & CO.
450 LEXINGTON AVENUE
New York, NY 10017
4. Name: Warburg Pincus X LLC
Address: C/O WARBURG PINCUS & CO.
450 LEXINGTON AVENUE
New York, NY 10017
5. Name: Warburg Pincus Partners LLC
Address: C/O WARBURG PINCUS & CO.
450 LEXINGTON AVENUE
New York, NY 10017
6. Name: Warburg Pincus LLC
Address: 450 LEXINGTON AVENUE
New York, NY 10017
7. Name: Warburg Pincus & Co.
Address: 450 LEXINGTON AVENUE
New York, NY 10017
8. Name: Charles R. Kaye
Address: C/O WARBURG PINCUS & CO.
450 LEXINGTON AVENUE
New York, NY 10017
9. Name: Joseph P. Landy
Address: C/O WARBURG PINCUS & CO.
450 LEXINGTON AVENUE
New York, NY 10017

Designated Filer: Warburg Pincus & Co.
Issuer & Ticker Symbol: Talon Therapeutics, Inc. [TLON]
Date of Event Requiring Statement: January 11, 2013

Joint Filers' Signatures

WARBURG PINCUS PRIVATE EQUITY X, L.P.
By: Warburg Pincus X, L.P., its General Partner,
By: Warburg Pincus X LLC, its General Partner,
By: Warburg Pincus Partners LLC, its Sole Member,
By: Warburg Pincus & Co., its Managing Member

By: /s/ Scott A. Arenare
Name: Scott A. Arenare
Title: Attorney-in-Fact*

Date: January 14, 2013

WARBURG PINCUS X PARTNERS, L.P.
By: Warburg Pincus X, L.P., its General Partner,
By: Warburg Pincus X LLC, its General Partner,
By: Warburg Pincus Partners LLC, its Sole Member,
By: Warburg Pincus & Co., its Managing Member

By: /s/ Scott A. Arenare
Name: Scott A. Arenare
Title: Attorney-in-Fact*

Date: January 14, 2013

WARBURG PINCUS X, L.P.
By: Warburg Pincus X LLC, its General Partner,
By: Warburg Pincus Partners LLC, its Sole Member,
By: Warburg Pincus & Co., its Managing Member

By: /s/ Scott A. Arenare
Name: Scott A. Arenare
Title: Attorney-in-Fact*

Date: January 14, 2013

WARBURG PINCUS X LLC
By: Warburg Pincus Partners LLC, its Sole Member,
By: Warburg Pincus & Co., its Managing Member

By: /s/ Scott A. Arenare
Name: Scott A. Arenare
Title: Attorney-in-Fact*

Date: January 14, 2013

WARBURG PINCUS PARTNERS LLC
By: Warburg Pincus & Co., its Managing Member

By: /s/ Scott A. Arenare _____

Name: Scott A. Arenare

Title: Attorney-in-Fact*

Date: January 14, 2013 _____

Designated Filer: Warburg Pincus & Co.
Issuer & Ticker Symbol: Talon Therapeutics, Inc. [TLON]
Date of Event Requiring Statement: January 11, 2013

Joint Filers' Signatures (cont'd)

WARBURG PINCUS & CO.

By: /s/ Scott A. Arenare
Name: Scott A. Arenare
Title: Attorney-in-Fact*

Date: January 14, 2013

WARBURG PINCUS LLC

By: /s/ Scott A. Arenare
Name: Scott A. Arenare
Title: Managing Director

Date: January 14, 2013

CHARLES R. KAYE

By: /s/ Scott A. Arenare
Name: Charles R. Kaye
By: Scott A. Arenare, Attorney-in-Fact*

Date: January 14, 2013

JOSEPH P. LANDY

By: /s/ Scott A. Arenare
Name: Joseph P. Landy
By: Scott A. Arenare, Attorney-in-Fact*

Date: January 14, 2013

* The Power of Attorney given by each of Warburg Pincus & Co., Mr. Kaye and Mr. Landy was filed with the U.S. Securities & Exchange Commission on January 14, 2013 as an exhibit to a statement on Schedule 13D/A filed by Warburg Pincus Private Equity X, L.P. with respect to Talon Therapeutics, Inc. and is hereby incorporated by reference.