

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-15** | Period of Report: **2013-01-11**
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(HTML Version on secdatabase.com)

REPORTING OWNER

Flynn James E

CIK: **1352546**

Type: **4** | Act: **34** | File No.: **001-32626** | Film No.: **13530957**

Mailing Address
780 THIRD AVENUE
37TH FLOOR
NEW YORK NY 10017

ISSUER

Talon Therapeutics, Inc.

CIK: **1140028** | IRS No.: **320064979** | State of Incorporation: **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

DEERFIELD MANAGEMENT CO /NY

CIK: **1009258** | State of Incorporation: **DE**
Type: **4** | Act: **34** | File No.: **001-32626** | Film No.: **13530952**

Mailing Address
780 THIRD AVENUE, 37TH
FLOOR
NEW YORK NY 10017

Business Address
780 THIRD AVENUE
37TH FLOOR
NEW YORK NY 10017
2125511600

Deerfield Mgmt L.P.

CIK: **1010823**
Type: **4** | Act: **34** | File No.: **001-32626** | Film No.: **13530956**

Mailing Address
780 THIRD AVENUE
37TH FLOOR
NEW YORK NY 10017

Business Address
780 THIRD AVENUE
37TH FLOOR
NEW YORK NY 10017
2125511600

Deerfield Special Situations Fund, L.P.

CIK: **1354395** | State of Incorporation: **DE**
Type: **4** | Act: **34** | File No.: **001-32626** | Film No.: **13530955**

Mailing Address
780 3RD AVENUE
37TH FLOOR
NEW YORK NY 10017

Business Address
780 3RD AVENUE
37TH FLOOR
NEW YORK NY 10017
212-551-1600

Deerfield Special Situations Fund International LTD

Mailing Address
C/O CIT HEDGE FUND
SERVICES (B.V.I.), LI

Business Address
C/O CIT HEDGE FUND
SERVICES (B.V.I.), LI

CIK:**1354397** | State of Incorporation: **D8**
Type: **4** | Act: **34** | File No.: **001-32626** | Film No.: **13530951**

*BISON COURT, P.O. BOX 3460
ROAD TOWN, TORTOLA D8 - ROAD TOWN, TORTOLA D8 -
212-551-1600*

DEERFIELD PRIVATE DESIGN FUND L P

CIK:**1397526**
Type: **4** | Act: **34** | File No.: **001-32626** | Film No.: **13530954**

Mailing Address
*780 3RD AVE 37TH FL
NEW YORK NY 10017*

Business Address
*780 3RD AVE 37TH FL
NEW YORK NY 10017
212-551-1600*

Deerfield Private Design International, L.P.

CIK:**1407589**
Type: **4** | Act: **34** | File No.: **001-32626** | Film No.: **13530953**

Mailing Address
*780 THIRD AVENUE, 37TH
FLOOR
NEW YORK NY 10017*

Business Address
*780 THIRD AVENUE, 37TH
FLOOR
NEW YORK NY 10017
212-551-6100*

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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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 Flynn James E			2. Issuer Name and Ticker or Trading Symbol Talon Therapeutics, Inc. [TLON.OB]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Possible Members of 10% Group		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/11/2013					
780 THIRD AVENUE, 37TH FLOOR								
(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)	Price			

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 ⁽¹⁾	\$0.35 ⁽⁴⁾	01/11/2013		A		352		01/11/2013	⁽⁴⁾	Common Stock	100,571 ⁽⁴⁾	\$100	1,056	I ⁽²⁾ (3)	Through Deerfield Special Situations Fund, L.P. ⁽²⁾ (3)
Series A-3 Convertible Preferred Stock ⁽¹⁾	\$0.35 ⁽⁴⁾	01/11/2013		A		646		01/11/2013	⁽⁴⁾	Common Stock	184,571 ⁽⁴⁾	\$100	1,938	I ⁽³⁾	Through Deerfield Special Situations Fund International Limited ⁽³⁾
Series A-3 Convertible	\$0.35 ⁽⁴⁾	01/11/2013		A		1,916		01/11/2013	⁽⁴⁾	Common Stock	547,428 ⁽⁴⁾	\$100	5,748	I ⁽²⁾ (3)	Through Deerfield Private

Preferred Stock ⁽¹⁾														Design Fund, L.P. ⁽²⁾ ⁽³⁾
Series A-3 Convertible Preferred Stock ⁽¹⁾	\$0.35 ⁽⁴⁾	01/11/2013	A	3,086	01/11/2013	⁽⁴⁾	Common Stock	881,714 ⁽⁴⁾	\$100	9,258	1 ⁽²⁾ ⁽³⁾			Through Deerfield Private Design International, L.P. ⁽²⁾ ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flynn James E 780 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017	X	X		Possible Members of 10% Group
Deerfield Mgmt L.P. 780 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017		X		Possible Members of 10% Group
Deerfield Special Situations Fund, L.P. 780 3RD AVENUE 37TH FLOOR NEW YORK, NY 10017		X		Possible Members of 10% Group
DEERFIELD PRIVATE DESIGN FUND L P 780 3RD AVE 37TH FL NEW YORK, NY 10017		X		Possible Members of 10% Group
Deerfield Private Design International, L.P. 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017		X		Possible Members of 10% Group
DEERFIELD MANAGEMENT CO /NY 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017		X		Possible Members of 10% Group
Deerfield Special Situations Fund International LTD C/O CITI HEDGE FUND SERVICES (BVI) LTD BISON COURT, P.O. BOX 3460 ROAD TOWN, TORTOLA, D8 -		X		Possible Members of 10% Group

Explanation of Responses:

- This Form 4 is being filed by the undersigned as well as the entities listed on the Joint Filer Information Statement attached as an exhibit hereto (the "Reporting Persons"). The Funds (as defined below) share a contractual right to designate one director to the Board of Directors of the Company and are directors-by-deputization solely for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.
- Deerfield Mgmt, L.P. is the general partner of Deerfield Special Situations Fund, L.P., Deerfield Private Design Fund, L.P. and Deerfield Private Design International, L.P. (the "Capital Funds"). James E. Flynn is the managing member of the general partner of Deerfield Mgmt, L.P. In accordance with Instruction 4(b)(iv) to Form 4, the entire amount of the Issuer's securities held by the Capital Funds is reported herein. For purposes of Section 16 of the Securities Exchange Act of 1934, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.
- Deerfield Management Company, L.P. is the investment advisor of the Capital Funds and Deerfield Special Situations Fund International Limited (collectively, the "Funds"). James E. Flynn is the managing member of the general partner of Deerfield Management Company, L.P. In accordance with Instruction 4(b)(iv) to Form 4, the entire amount of the Issuer's securities held by the Funds is reported herein. For purposes of Section 16 of the Securities Exchange Act of 1934, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.
- Represents the amount of underlying shares as of January 11, 2013. Each share of Series A-3 Convertible Preferred Stock ("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, 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.

Remarks:

Jonathan Isler, Attorney-in-Fact: Power of Attorney, which is hereby incorporated by reference to Exhibit 24 to a Form 4 with regard to Talon Therapeutics, Inc. filed with the Securities and Exchange Commission on August 21, 2012 by Deerfield Mgmt L.P., Deerfield Management Company, L.P., Deerfield Special Situations Fund, L.P., Deerfield Special Situations Fund International Limited, Deerfield Private Design Fund, L.P., Deerfield Private Design International, L.P. and James E. Flynn.

Signatures

/s/ Jonathan Isler

** Signature of Reporting Person

01/15/2013

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.

Joint Filer Information

Names: Deerfield Mgmt L.P., Deerfield Special Situations Fund, L.P., Deerfield Management Company, L.P., Deerfield Special Situations Fund International, Limited, Deerfield Private Design Fund, L.P. and Deerfield Private Design International, L.P.

Deerfield Mgmt, L.P., Deerfield Special Situations Fund, L.P., Deerfield Management Company, L.P., Deerfield Private Design Fund, L.P. and Deerfield Private Design International, L.P.
780 Third Avenue, 37th Floor
New York, NY 10017

Address: Deerfield Special Situations Fund International Limited:
c/o Citi Hedge Fund Services (B.V.I.) Ltd.
Bison Court, P.O. Box 3460
Road Town, Tortola, D8,
British Virgin Islands

Designated Filer: James E. Flynn

Issuer and Ticker Symbol: Talon Therapeutics, Inc. (TLON.OB)

Date of Event Requiring Statement: January 11, 2013

The undersigned, Deerfield Mgmt, L.P., Deerfield Special Situations Fund, L.P., Deerfield Management Company, L.P., Deerfield Private Design Fund, L.P., Deerfield Private Design International, L.P. and Deerfield Special Situations Fund International Limited are jointly filing the attached Statement of Changes in Beneficial Ownership on Form 4 with James E. Flynn with respect to the beneficial ownership of securities of Talon Therapeutics, Inc.

Signatures:

DEERFIELD MGMT, L.P.

By: J.E. Flynn Capital LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-in-Fact

DEERFIELD SPECIAL SITUATIONS FUND, L.P.

By: Deerfield Mgmt, L.P., General Partner

By: J.E. Flynn Capital LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-in-Fact

DEERFIELD PRIVATE DESIGN FUND, L.P.

By: Deerfield Mgmt, L.P., General Partner

By: J.E. Flynn Capital LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-in-Fact

DEERFIELD PRIVATE DESIGN INTERNATIONAL, L.P.

By: Deerfield Mgmt, L.P., General Partner

By: J.E. Flynn Capital LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-in-Fact

DEERFIELD MANAGEMENT COMPANY, L.P.

By: Flynn Management LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-in-Fact

DEERFIELD SPECIAL SITUATIONS FUND INTERNATIONAL LIMITED

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-in-Fact