

FILED

MAY 16 2017

WA SECRETARY OF STATE

ARTICLES OF AMENDMENT TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
CTI BIOPHARMA CORP.

Pursuant to the Washington Business Corporation Act, Chapter 23B.10, the undersigned officer of CTI BioPharma Corp., a Washington corporation (the "Corporation"), does hereby submit for filing these Articles of Amendment:

FIRST: The name of the Corporation is CTI BioPharma Corp.

SECOND: These Articles of Amendment to the Corporation's Amended and Restated Articles of Incorporation, as amended (the "Restated Articles") was approved by the Board of Directors of the Corporation on March 13, 2017.

THIRD: The increase in the Corporation's authorized shares of capital stock reflected in these Articles of Amendment to the Restated Articles was duly approved by the shareholders of the Corporation on May 16, 2017 in accordance with the provisions of RCW 23B.10.030 and RCW 23B.10.040.

FOURTH: Section 1 of Article II of the Restated Articles is amended to read in its entirety as follows:

"ARTICLE II"

AUTHORIZED CAPITAL STOCK

1. Classes. The Corporation shall be authorized to issue two classes of shares of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation shall have authority to issue shall be Eighty One Million Five Hundred Thirty-Three Thousand Three Hundred Thirty-Three (81,533,333); the total number of authorized shares of Common Stock shall be Eighty One Million Five Hundred Thousand (81,500,000); and the total number of authorized shares of Preferred Stock shall be Thirty-Three Thousand Three Hundred Thirty-Three (33,333)."

FIFTH: These Articles of Amendment shall be effective as of May 16, 2017.

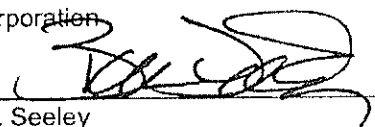
\*\*\*

I certify that I am a duly appointed and incumbent officer of the above named Corporation and I am authorized to execute these Articles of Amendment to the Amended and Restated Articles of Incorporation on behalf of the Corporation.

EXECUTED this 16<sup>th</sup> day of May, 2017.

CTI BIOPHARMA CORP.,  
a Washington corporation

By:

  
\_\_\_\_\_  
Bruce J. Seeley

Executive Vice President, Chief Commercial and Administrative Officer