



DIVISION OF  
CORPORATION FINANCE

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

April 11, 2019

Sunil Bhonsle  
Chief Executive Officer  
Titan Pharmaceuticals, Inc.  
400 Oyster Point Boulevard  
South San Francisco, CA 94080

**Re: Titan Pharmaceuticals, Inc.**  
**Registration Statement on Form S-3**  
**Filed April 5, 2019**  
**File No. 333-230742**

Dear Mr. Bhonsle:

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.

Registration Statement on Form S-3

Exhibits

1. Please file the form of indentures, Exhibits 4.2 and 4.3, with the next amendment. Please note that the form of indentures must be filed before we act on a request for acceleration regarding your Form S-3.

We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Refer to Rules 460 and 461 regarding requests for acceleration. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

Sunil Bhonsle  
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Please contact Donald Field at 202-551-3680 or Dietrich King at 202-551-8071 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Healthcare & Insurance