

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

OMB APPROVAL
OMB Number: 3235-0076 Estimated Average burden hours per response: 4.0

FORM D

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)	Previous Name(s) <input type="checkbox"/> None	Entity Type
0001390478	RXi Pharmaceuticals Corp	<input checked="" type="checkbox"/> Corporation
Name of Issuer	GALENA BIOPHARMA, INC.	<input type="checkbox"/> Limited Partnership
Galena Biopharma, Inc.	RXI PHARMACEUTICALS	<input type="checkbox"/> Limited Liability Company
Jurisdiction of	CORP	<input type="checkbox"/> General Partnership
Incorporation/Organization		<input type="checkbox"/> Business Trust
DELAWARE		<input type="checkbox"/> Other

Year of Incorporation/Organization

☒ Over Five Years Ago

☐ Within Last Five Years (Specify Year)

☐ Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer			
Galena Biopharma, Inc.			
Street Address 1		Street Address 2	
2000 Crow Canyon Place		Suite 380	
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
San Ramon	CALIFORNIA	94583	855 855 4253

3. Related Persons

Last Name	First Name	Middle Name
Hillsberg	Sanford	J.
Street Address 1		Street Address 2
2000 Crow Canyon Place, Suite 380		
City	State/Province/Country	ZIP/Postal Code
San Ramon	CALIFORNIA	94583
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Gray	Mary	Ann
Street Address 1		Street Address 2
2000 Crow Canyon Place, Suite 380		
City	State/Province/Country	ZIP/Postal Code
San Ramon	CALIFORNIA	94583
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Ashton	William	L.
Street Address 1		Street Address 2
2000 Crow Canyon Place, Suite 380		
City	State/Province/Country	ZIP/Postal Code
San Ramon	CALIFORNIA	94583
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Chin	Richard	
Street Address 1		Street Address 2
2000 Crow Canyon Place, Suite 380		
City	State/Province/Country	ZIP/Postal Code
San Ramon	CALIFORNIA	94583
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Nisi	Rudolph	
Street Address 1	Street Address 2	
2000 Crow Canyon Place, Suite 380		
City	State/Province/Country	ZIP/Postal Code
San Ramon	CALIFORNIA	94583
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
		<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Einhorn	Irving	M.
Street Address 1	Street Address 2	
2000 Crow Canyon Place, Suite 380		
City	State/Province/Country	ZIP/Postal Code
San Ramon	CALIFORNIA	94583
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
		<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Galliker	Stephen	
Street Address 1	Street Address 2	
2000 Crow Canyon Place, Suite 380		
City	State/Province/Country	ZIP/Postal Code
San Ramon	CALIFORNIA	94583
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
		<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Schwartz	Mark	W.
Street Address 1	Street Address 2	
2000 Crow Canyon Place, Suite 380		
City	State/Province/Country	ZIP/Postal Code
San Ramon	CALIFORNIA	94583
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
		<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Nejadnik	Bijan	
Street Address 1	Street Address 2	
2000 Crow Canyon Place, Suite 380		
City	State/Province/Country	ZIP/Postal Code
San Ramon	CALIFORNIA	94583
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Knapp	Thomas	J.
Street Address 1	Street Address 2	
2000 Crow Canyon Place, Suite 380		
City	State/Province/Country	ZIP/Postal Code
San Ramon	CALIFORNIA	94583
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Burns	John	T.
Street Address 1	Street Address 2	
2000 Crow Canyon Place, Suite 380		
City	State/Province/Country	ZIP/Postal Code
San Ramon	CALIFORNIA	94583
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

4. Industry Group

☐ Agriculture

☐ Banking & Financial Services

☐ Commercial Banking☐ Insurance☐ Investing☐ Investment Banking☐ Pooled Investment Fund☐ Other Banking & Financial Services

☐ Business Services

☐ Energy

☐ Coal Mining☐ Electric Utilities☐ Energy Conservation☐ Environmental Services☐ Oil & Gas☐ Other Energy

Health Care

☐ Biotechnology☐ Health Insurance☐ Hospitals & Physicians☒ Pharmaceuticals☐ Other Health Care

☐ Manufacturing

Real Estate

☐ Commercial☐ Construction☐ REITS & Finance☐ Residential☐ Other Real Estate

☐ Retailing

☐ Restaurants

Technology

☐ Computers☐ Telecommunications☐ Other Technology

Travel

☐ Airlines & Airports☐ Lodging & Conventions☐ Tourism & Travel Services☐ Other Travel

☐ Other

5. Issuer Size

Revenue Range

☒ No Revenues☐ \$1 - \$1,000,000☐ \$1,000,001 - \$5,000,000☐ \$5,000,001 - \$25,000,000☐ \$25,000,001 - \$100,000,000☐ Over \$100,000,000☐ Decline to Disclose☐ Not Applicable

Aggregate Net Asset Value Range

☐ No Aggregate Net Asset Value☐ \$1 - \$5,000,000☐ \$5,000,001 - \$25,000,000☐ \$25,000,001 - \$50,000,000☐ \$50,000,001 - \$100,000,000☐ Over \$100,000,000☐ Decline to Disclose☐ Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505 |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input checked="" type="checkbox"/> Rule 506(b) |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Rule 506(c) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input type="checkbox"/> Securities Act Section 4(a)(5) |
| | <input type="checkbox"/> Investment Company Act Section 3(c) |

7. Type of Filing

- | | | |
|--|--------------------------------------|--|
| <input checked="" type="checkbox"/> New Notice | Date of First Sale 2016-07-13 | <input type="checkbox"/> First Sale Yet to Occur |
| <input type="checkbox"/> Amendment | | |

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☐ Yes ☒ No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|--|--|
| <input type="checkbox"/> Pooled Investment Fund Interests | <input type="checkbox"/> Equity |
| <input type="checkbox"/> Tenant-in-Common Securities | <input type="checkbox"/> Debt |
| <input type="checkbox"/> Mineral Property Securities | <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor **\$ 0 USD**

12. Sales Compensation

Recipient		Recipient CRD Number		<input type="checkbox"/>	None
Raymond James & Associates, Inc.		705			
(Associated) Broker or Dealer		<input type="checkbox"/>	None	(Associated) Broker or Dealer CRD Number	
Raymond James & Associates, Inc.			705	<input type="checkbox"/>	None
Street Address 1		Street Address 2			
880 Carillon Parkway					
City		State/Province/Country		ZIP/Postal Code	
St. Petersburg		FLORIDA		33716	
State(s) of Solicitation		<input checked="" type="checkbox"/>	All States	<input type="checkbox"/>	Foreign/Non-US

13. Offering and Sales Amounts

Total Offering Amount	\$ 9100000	USD	<input type="checkbox"/>	Indefinite
Total Amount Sold	\$ 9100000	USD		
Total Remaining to be Sold	\$ 0	USD	<input type="checkbox"/>	Indefinite

Clarification of Response (if Necessary)

Total offering reflects (i) proceeds from sale of 14,000,000 warrants with a 5 year exercise period, each to purchase one share of common stock at an exercise price of \$0.65 and (ii) proceeds if all warrants are exercised.

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 3

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$ 793000	USD	<input type="checkbox"/>	Estimate
Finders' Fees	\$ 0	USD	<input type="checkbox"/>	Estimate

Clarification of Response (if Necessary)

Sales commission reflects amount paid in connection with (i) this offering and (ii) a concurrent public offering of common stock, consisting of \$693,000 fee and expenses of up to \$100,000

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0 USD ☐ Estimate

Clarification of Response (if Necessary)

No proceeds are proposed to be used for payments to such persons other than ordinary salary expenses that may be paid out of working capital.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Galena Biopharma, Inc.	Thomas J. Knapp	Thomas J. Knapp	Interim General Counsel and Corporate Secretary	2016-07-26