

Item 1.01. Entry into a Material Definitive Agreement.

As previously reported, on October 28, 2005, DOR BioPharma, Inc. (the “Company”) entered into a Binding Letter of Intent (the “Letter”) to acquire Gastrotech Pharma A/S (“Gastrotech”), a private Danish biotechnology company developing therapeutics based on gastrointestinal peptide hormones to treat gastrointestinal and cancer diseases and conditions. On December 29, 2005, the parties amended the Letter to extend the termination date of the Letter and the exclusivity period provided by the Letter to January 15, 2006.

A copy of the amendment to the Letter between the Company and Gastrotech is filed as Exhibit 10.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit No. Title

10.1 Amendment to Binding Letter of Intent dated December 29, 2005 between the Company and Gastrotech.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DOR BIOPHARMA, INC.

By: /s/ Michael T. Sember

Name: Michael T. Sember

Title: President and Chief Executive Officer

Dated: January 3, 2006

Exhibit Index

Exhibit

Number Description of Exhibits

10.1 Amendment to Binding Letter of Intent dated December 29, 2005 between the Company and Gastrotech.