

ADVENTRX PHARMACEUTICALS INC

Form S-3

May 13, 2011

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**As filed with the Securities and Exchange Commission on May 13, 2011**

**Commission File No. 333-\_\_\_\_\_**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
ADVENTRX PHARMACEUTICALS, INC.  
(Exact name of registrant as specified in its charter)**

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**84-1318182**  
(I.R.S. Employer  
Identification Number)

**12390 El Camino Real, Suite 150  
San Diego, California 92130  
(858) 552-0866**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Patrick L. Keran  
President and Chief Operating Officer  
ADVENTRX Pharmaceuticals, Inc.  
12390 El Camino Real, Suite 150  
San Diego, California 92130  
(858) 552-0866**

(Name, address, including zip code, and telephone number, including area code of agent for service)

Copy to:  
Michael S. Kagnoff, Esq.  
DLA Piper LLP (US)  
4365 Executive Drive, Suite 1100  
San Diego, California 92122  
(858) 677-1400

**Approximate date of commencement of proposed sale to the public:** From time to time after this Registration Statement becomes effective as determined by the selling stockholders.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the Securities Act), other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check

the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
 (Do not check if a smaller reporting company)

### CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share(2) | Proposed Maximum Aggregate Offering Price(2) | Amount of Registration Fee(2) |
|--|----------------------------|--|--|-------------------------------|
| Common Stock, par value \$0.001 per share          | 662,078(3)                 | \$ 2.57                                      | \$ 1,701,540.46                              | \$ 198                        |
| Common Stock, par value \$0.001 per share          | 200,000(4)                 | \$ 2.57                                      | \$ 514,000.00                                | \$ 60                         |
| Common Stock, par value \$0.001 per share          | 1,938,773(5)               | \$ 2.57                                      | \$ 4,982,646.61                              | \$ 578                        |
| Common Stock, par value \$0.001 per share          | 13,478,050(6)              | \$ 2.57                                      | \$34,638,588.50                              | \$ 4022                       |
| Total:   | 16,278,901                 | \$ 2.57                                      | \$41,836,775.57                              | \$4,858                       |

- (1) In the event of a stock split, stock dividend or similar transaction involving our common stock, the number of shares registered shall automatically be increased to cover the additional shares of common stock issuable pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act).
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act, based upon the average of the high and low sales prices of the registrant's common stock on the NYSE Amex on May 9, 2011.
- (3) Represents 662,078 shares of common stock issued to the selling stockholders pursuant to the terms of that certain Agreement and Plan of Merger, dated February 12, 2011, by and among the registrant, SRX Acquisition Corporation, SynthRx, Inc. and, solely with respect to Sections 2 and 8 of such agreement, an individual who was a principal stockholder of SynthRx (the Merger Agreement).
- (4) Represents 200,000 shares of common stock that are currently held in escrow to indemnify the registrant against breaches of representations and warranties and may be released to the selling stockholders pursuant to the terms of the Merger Agreement.
- (5) Represents 1,938,773 shares of common stock issued to the selling stockholders, subject to a repurchase right in favor of the registrant that lapses upon the achievement of a performance milestone pursuant to the terms of the Merger Agreement.
- (6) Represents 13,478,050 shares of common stock that may be issued to the selling stockholders, subject to approval by the stockholders of the registrant on or before December 31, 2011 and the achievement of performance milestones pursuant to the terms of the Merger Agreement.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration**

**statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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The information in this prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting offers to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED MAY 13, 2011

**PROSPECTUS**

**ADVENTRX Pharmaceuticals, Inc.  
16,278,901 Shares of  
Common Stock**

This prospectus may be used only in connection with the resale, from time to time, by the selling stockholders identified in this prospectus, of up to 16,278,901 shares of our common stock, which includes:

662,078 shares of our common stock issued to the selling stockholders pursuant to the terms of that certain Agreement and Plan of Merger, dated February 12, 2011, by and among the registrant, SRX Acquisition Corporation, SynthRx, Inc. and, solely with respect to Sections 2 and 8 of such agreement, an individual who was a principal stockholder of SynthRx (the Merger Agreement );

200,000 shares of common stock that are currently held in escrow to indemnify us against breaches of representations and warranties and may be released to the selling stockholders pursuant to the terms of the Merger Agreement;

1,938,773 shares of common stock issued to the selling stockholders, subject to a repurchase right in favor of our company that lapses upon the achievement of a performance milestone pursuant to the terms of the Merger Agreement; and

13,478,050 shares of common stock that may be issued to the selling stockholders, subject to approval by our stockholders on or before December 31, 2011 and the achievement of performance milestones pursuant to the terms of the Merger Agreement.

The selling stockholders may offer and sell the shares of common stock being offered by this prospectus from time to time in public or private transactions, or both. These sales may occur at fixed prices, at market prices prevailing at the time of sale, at prices related to prevailing market prices, or at negotiated prices. The selling stockholders may sell shares to or through underwriters, broker-dealers or agents, who may receive compensation in the form of discounts, concessions or commissions from the selling stockholders, the purchasers of the shares, or both. See Plan of Distribution for a more complete description of the ways in which the shares may be sold.

We will not receive any of the proceeds from the sale of the shares by the selling stockholders.

Our common stock is traded on the NYSE Amex equities market under the symbol ANX. On May 12, 2011, the last reported sale price of our common stock on the NYSE Amex equities market was \$2.62.

**Investing in our common stock involves a high degree of risk. See Risk Factors beginning on page 6 of this prospectus before you make an investment decision.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus is \_\_\_\_\_, 2011.

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**ABOUT THIS PROSPECTUS**

This prospectus constitutes part of the registration statement on Form S-3 we filed with the U.S. Securities and Exchange Commission (the "SEC") under the Securities Act of 1933, as amended (the "Securities Act"), utilizing a shelf registration or continuous offering process. It omits some of the information contained in the registration statement, including the exhibits to the registration statement, and reference is made to the registration statement for further information with respect to us and the securities being offered by the selling stockholders. The registration statement, including the exhibits, can be read on the SEC's website or at the SEC's offices mentioned under the heading "Where You Can Find More Information." Any statement contained in this prospectus concerning the provisions of any document filed as an exhibit to the registration statement or otherwise filed with the SEC is not necessarily complete, and in each instance, reference is made to the copy of the document as filed.

You should rely only on the information contained or incorporated by reference in this prospectus. Neither we nor the selling stockholders have authorized any other person to provide you with different information. The information contained in this prospectus, and the documents incorporated by reference herein, are accurate only as of the date such information is presented. You should also read this prospectus together with the additional information described under the heading "Where You Can Find More Information." Neither the delivery of this prospectus nor any sale made in connection with this prospectus shall, under any circumstances, create any implication that there has been no change in our affairs since the date of this prospectus or that the information contained by reference to this prospectus is correct as of any time after its date.

This prospectus may be amended from time to time to add, update or change information in this prospectus. Any statement contained in this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in such prospectus amendment modifies or supersedes such statement. Any statement so modified will be deemed to constitute a part of this prospectus only as so modified, and any statement so superseded will be deemed not to constitute a part of this prospectus.

We are not, and the selling stockholders are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted.

**Trademarks, Trade Names and Service Marks**

We own or have rights to use the trademarks, service marks and trade names that we use in conjunction with the operation of our business. Some of the more important trademarks that we own or have rights to use that appear in this prospectus include: Exelbine and SYNTHR<sup>®</sup>, which are registered or trademarked in the United States. Each trademark, trade name or service mark of any other company appearing in this prospectus is, to our knowledge, owned by such other company.

**Company References**

In this prospectus, unless otherwise specified or the context otherwise requires, references to ADVENTRX Pharmaceuticals, Inc., ADVENTRX, we, us, our and our company refer to ADVENTRX Pharmaceuticals, Inc. consolidated subsidiaries.

**Table of Contents****SUMMARY**

*The following summary contains basic information about our company and the offering by the selling stockholders. It does not contain all of the information that is important to you. We encourage you to carefully read this prospectus in its entirety and the documents to which we refer you.*

**Our Company**

We are a specialty pharmaceutical company focused on acquiring, developing and commercializing proprietary product candidates. We have not yet marketed or sold any products or generated any significant revenue.

Two of our lead product candidates, Exelbine, or ANX-530 (vinorelbine injectable emulsion) and ANX-514 (docetaxel emulsion for injection), are novel emulsion formulations of currently marketed chemotherapy drugs. Our other lead product candidate, ANX-188, is a novel, purified, rheologic and antithrombotic compound, which we initially are developing as a first-in-class treatment for pediatric patients with sickle cell disease in acute crisis.

**Recent Developments**

**Exelbine.** In November 2010, we submitted a new drug application, or NDA, for Exelbine to the U.S. Food and Drug Administration, or FDA, and in January 2011, we announced that the FDA accepted the Exelbine NDA for filing and established a Prescription Drug User Fee Act, or PDUFA, goal date of September 1, 2011 to finish its review of the Exelbine NDA.

**ANX-514.** In February 2011, we met with the FDA to discuss ANX-514 and the data package we presented to FDA to support approval of ANX-514 based on data from our bioequivalence study of ANX-514. The FDA indicated that a randomized safety study comparing ANX-514 and Taxotere®, a branded formulation of docetaxel, would be required to support approval of ANX-514. The study would be primarily descriptive but with a sample size sufficient to demonstrate a comparable safety profile. The FDA recommended that the study also collect data on response rate and duration of response. We are developing a study protocol for submission to the FDA and intend to continue discussions with the FDA regarding the phase 3 clinical study and other requirements for approval of ANX-514.

**Acquisition of SynthRx.** In April 2011, we completed the acquisition (the Merger) of SynthRx, Inc., a privately-held, Delaware corporation (SynthRx), pursuant to the terms of the Agreement and Plan of Merger, dated February 12, 2011 (the Merger Agreement), by and among our Company, SRX Acquisition Corporation, a Delaware corporation and wholly owned subsidiary of ours (Merger Sub), SynthRx and, solely with respect to Sections 2 and 8 of the Merger Agreement, an individual who is a principal stockholder of SynthRx (the Stockholders Agent), and SynthRx became a wholly owned subsidiary of ours. SynthRx's lead product candidate is a novel, purified, rheologic and antithrombotic compound, poloxamer 188, which we are developing as ANX-188.

As consideration for the Merger, all shares of SynthRx common stock outstanding immediately prior to the Merger were cancelled and automatically converted into the right to receive shares of our common stock, in the aggregate, as follows:

- (i) 1,000,000 shares (the Fully Vested Shares) of our common stock at the effective time of the Merger; provided, however that, pursuant to the Merger Agreement, 137,922 shares were deducted from the number of Fully Vested Shares issued as a result of certain transaction expenses of SynthRx and 200,000 of the Fully Vested Shares were deposited into escrow (the Closing Escrow Amount) to indemnify us against breaches of representations and warranties;
- (ii) up to 1,938,773 shares of our common stock at the at the effective time of the Merger (the Subject to Vesting Shares, and together with the 862,078 Fully Vested Shares issued to the former SynthRx stockholders and the escrow agent, the Closing Shares), which Subject to Vesting Shares are subject to various repurchase rights by us and fully vest, subject to reduction upon certain events, upon achievement of the First Milestone (defined below);
- (iii) up to 1,000,000 shares of our common stock (the First Milestone Shares), issued upon achievement of the First Milestone (the First Milestone Payment); provided, however, that in the event the First Milestone is achieved prior to the first anniversary of the closing of the Merger, 20% of the First Milestone Payment shall be deposited into escrow (the First Milestone Escrow Amount, and together with the Closing Escrow Amount, the Escrow Amount). The First Milestone means the dosing of the first patient in a phase 3 clinical study carried out pursuant to a protocol that is mutually agreed to by SynthRx and our company; provided, however, that the number of evaluable patients planned to target statistical significance with a p value of 0.01 in the primary endpoint shall not exceed 250 (unless



otherwise mutually agreed) (the First Protocol ). In the event that the FDA indicates that a single phase 3 clinical study will not be adequate to support approval of a new drug application covering the use of ANX-188 for the treatment of sickle cell crisis in children (the ANX-188 NDA ), First Milestone shall mean the dosing of the first patient in a phase 3 clinical study carried out pursuant to a protocol that (a) is mutually agreed to by SynthRx and our Company as such and (b) describes a phase 3 clinical study that the FDA has indicated may be sufficient, with the phase 3 clinical study described in the First Protocol, to support approval of the ANX-188 NDA.

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(iv) 3,839,400 shares of our common stock (the Second Milestone Shares ), issued upon achievement of the Second Milestone (the Second Milestone Payment ). The Second Milestone shall mean the acceptance for review of the ANX-188 NDA by the FDA; and

(v) 8,638,650 shares of our common stock (the Third Milestone Shares, and together with the First Milestone Shares and the Second Milestone Shares, the Milestone Shares ), issued upon achievement of the Third Milestone (the Third Milestone Payment, and together with the First Milestone Payment and the Second Milestone Payment, the Milestone Payments ). The Third Milestone shall mean the approval by the FDA of the ANX-188 NDA.

Notwithstanding anything set forth above, in the event that the issuance of the Milestone Shares (x) violates federal or state securities laws or the listing standards of any national securities exchange to which we are subject at the time of such issuance, or (y) we are unable to obtain the affirmative vote of the holders of a majority of our common stock approving the issuance of the Milestone Shares on or before December 31, 2011, we are required to make the applicable Milestone Payments, or portion thereof, in cash based on the product of (x) the number of shares of our common stock issuable upon achievement of an applicable milestone and (y) the daily volume weighted average of actual closing prices measured in hundredths of cents of our common stock on the NYSE Amex, or such other national securities exchange on which our common stock is then listed, for the ten consecutive trading days immediately prior to the applicable Milestone Payment. Any Milestone Payment made in cash will be payable in quarterly installments. If the First Milestone Payment must be made in cash, such amount will be payable at a rate of \$1,000,000 per calendar quarter and, if the Second Milestone Payment or the Third Milestone Payment must be made in cash, such amounts will be payable at a rate of 35% of net sales for the applicable calendar quarter of intravenous injection products in which a purified form of poloxamer 188 is an active ingredient. We cannot determine the amount of the potential cash payments to the former SynthRx stockholders because the amount of such payments, if any, will be determined based on the 10-day volume weighted average of the closing prices of our common stock immediately prior to achievement of the applicable milestone, and the market price of our common stock historically has been, and likely will continue to be, highly volatile.

Pursuant to the Merger Agreement and effective as of immediately following the closing of the Merger on April 8, 2011, Lewis J. Shuster was appointed to our board of directors. Pursuant to the Merger Agreement, we were required to appoint to our board of directors an individual proposed by SynthRx and reasonably acceptable to our company. Mr. Shuster was the individual proposed by SynthRx. Mr. Shuster was not a director, officer, employee or stockholder of SynthRx.

In connection with our 2011 Annual Meeting of Stockholders, which is scheduled for June 15, 2011, we filed a definitive proxy statement that includes a proposal requesting our stockholders to approve the issuance of the Milestone Shares, in lieu of cash payments for the Milestone Payments.

On February 12, 2011, in connection with the Merger Agreement, our company, each of the former principal stockholders of SynthRx and, solely with respect to Section 3(c) thereof, the Stockholders Agent, entered into a Stockholders Voting and Transfer Restriction Agreement (the Voting and Transfer Restriction Agreement ). Pursuant to the terms and conditions of the Voting and Transfer Restriction Agreement, each former principal SynthRx stockholder has agreed to vote all shares of our common stock then beneficially owned by that stockholder with respect to every action or approval by written consent of our stockholders in such manner as directed by us. Notwithstanding the foregoing, until the earlier of: (i) achievement of the Third Milestone and (ii) the four (4) year anniversary of the closing of the Merger, each stockholder party shall be permitted to vote any shares of our common stock that he, she or it beneficially owns in such person's sole discretion solely with respect to a change of control that involves the transfer of SynthRx's assets to a third party and in which at least eighty percent (80%) of the consideration received by our company (or our stockholders) is non-contingent and paid in cash.

The Voting and Transfer Restriction Agreement also provides that no shares of our common stock that are (i) subject to vesting in accordance with the terms of the Merger Agreement and/or (ii) that have been deposited in escrow may be transferred until such shares have vested and/or are released from escrow, as applicable (and upon such vesting or release, as applicable, such shares shall be referred to as the Transferable Shares ). The stockholder parties shall be permitted to transfer any Transferable Shares to an affiliate or pursuant to any private resale transactions or series of transactions undertaken in compliance with the Securities Act, any rules and regulations

promulgated thereunder, and any applicable state securities laws; provided, however, that such transferee shall be or shall have become a party to the Voting and Transfer Restriction Agreement and shall have agreed in writing to be bound by all of the terms and conditions thereof.

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The Voting and Transfer Restriction Agreement also provides that upon the effectiveness of (x) the Registration Statement of which this prospectus forms a part or (y) upon such Transferrable Shares becoming freely transferable to the public in compliance with Rule 144 promulgated under the Securities Act, the stockholder parties, as a group, shall have the right to transfer on each trading day on any eligible market such aggregate number of Transferable Shares equal to or less than ten percent (10%) of the average daily trading volume of our common stock. In addition, upon the effectiveness of (x) the Registration Statement of which this prospectus forms a part, or (y) upon such Transferrable Shares becoming freely transferable to the public in compliance with Rule 144 promulgated under the Securities Act, the stockholder parties, as a group, shall have the right, exercisable not more than once in any twelve (12)-month period, to transfer Transferable Shares on any eligible market in an amount equal to, in the aggregate, five (5) times the average daily trading volume of our common stock.

**ANX-188.** SynthRx's lead product candidate is a novel, purified, rheologic and antithrombotic compound, poloxamer 188, which, we are developing as ANX-188. We believe ANX-188 is a late-stage product candidate that restores hydration lattices and minimizes the cascade of adhesive, inflammatory and coagulation responses that cause adhesion of cells, impaired blood flow and tissue ischemia. ANX-188 may have numerous applications as a cytoprotective, rheologic, antithrombotic and anti-inflammatory agent. Initially, we are developing ANX-188 as a first-in-class treatment for pediatric patients with sickle cell disease in acute crisis and, if we are able to reach agreement with the FDA on a study protocol on a timely basis, we may initiate a phase 3 clinical trial of ANX-188 for that indication in 2012.

**Corporate Information**

Our company was incorporated in Delaware in December 1995. In October 2000, we merged our wholly owned subsidiary, Biokeys Acquisition Corp., with and into Biokeys, Inc. and changed our name to Biokeys Pharmaceuticals, Inc. In May 2003, we merged Biokeys, Inc., our wholly owned subsidiary, with and into us and changed our name to ADVENTRX Pharmaceuticals, Inc. In April 2006, we acquired SD Pharmaceuticals, Inc., a Delaware corporation, as a wholly owned subsidiary, and, in April 2011, we acquired SynthRx, Inc., a Delaware corporation, as a wholly owned subsidiary.

Our executive offices are located at 12390 El Camino Real, Suite 150, San Diego, California 92130, and our telephone number is (858) 552-0866. Our corporate website is located at [www.adventrx.com](http://www.adventrx.com). We make available free of charge through our corporate Internet website our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. The information contained in, or that can be accessed through, our website is not part of this prospectus.

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**The Offering**

Securities Offered: This prospectus may be used only in connection with the resale, from time to time, by the selling stockholders identified in this prospectus, of up to 16,278,901 shares of our common stock, which includes:

662,078 shares of our common stock issued to the selling stockholders pursuant to the terms of the Merger Agreement;

200,000 shares of common stock that are currently held in escrow to indemnify us against breaches of representations and warranties and may be released to the selling stockholders pursuant to the terms of the Merger Agreement;

1,938,773 shares of common stock issued to the selling stockholders, subject to a repurchase right in favor of our company that lapses upon the satisfaction of a performance milestone pursuant to the terms of the Merger Agreement; and

13,478,050 shares of common stock that may be issued to the selling stockholders, subject to approval by our stockholders on or before December 31, 2011 and the achievement of performance milestones pursuant to the terms of the Merger Agreement.

Common Stock Outstanding: 26,465,709 shares (as of May 6, 2011)

Use of Proceeds: The selling stockholders will receive all of the proceeds from the sale of the shares offered for sale under this prospectus. We will receive none of the proceeds from the sale of the shares by the selling stockholders.

NYSE Amex Symbol: ANX

Risk Factors: Investing in our securities involves a high degree of risk and purchasers of our securities may lose their entire investment. See Risk Factors below and the other information included elsewhere in this prospectus for a discussion of factors you should carefully consider before deciding to invest our securities.

The number of shares of our common stock outstanding as of May 6, 2011 includes 2,800,851 shares of our common stock issued on April 8, 2011 to the selling stockholders and the escrow agent upon completion of our acquisition of SynthRx, Inc. This number does not include:

8,556,536 shares of common stock issuable upon exercise of warrants outstanding as of May 6, 2011, at a weighted average exercise price of \$6.31 per share;

648,391 shares of common stock issuable upon exercise of options issued under our equity incentive plans and outstanding as of May 6, 2011, at a weighted average exercise price of \$8.58 per share;

161,315 shares of common stock available as of May 6, 2011 for future issuance under our 2008 Omnibus Incentive Plan; and

13,478,050 shares of common stock that may be issued to the selling stockholders, subject to approval by our stockholders on or before December 31, 2011 and the achievement of performance milestones pursuant to the terms of the Merger Agreement.

All share and per share information in this prospectus related to dates or periods prior to April 23, 2010 reflects the 1-for-25 reverse split of our outstanding common stock that took place on that date.

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**RISK FACTORS**

*Investing in our securities involves a high degree of risk. You should carefully consider the risk factors discussed below, together with all the other information contained in any of our filings with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, incorporated by reference into this prospectus, before deciding whether to purchase any of the securities being offered by this prospectus. Each of the risk factors could adversely affect our business, operating results and financial condition, as well as adversely affect the value of an investment in our securities, and the occurrence of any of these risks might cause you to lose all or part of your investment.*

**RISKS RELATED TO OUR BUSINESS**

**Risks Related to Our Capital Requirements, Finances and Operations**

***We have incurred losses since our inception, we expect our operating expenses to continue to exceed our revenues for the foreseeable future and we may never generate revenues sufficient to achieve profitability.***

We are a development stage company and have not generated sustainable revenues from operations or been profitable since inception, and it is possible we will never achieve profitability. We have devoted our resources to acquiring and developing a new generation of therapeutic products, but such products cannot be marketed until the regulatory process is completed and governmental approvals have been obtained. Accordingly, there is no current source of revenues from operations, much less profits, to sustain our present activities, and no revenues from operations will likely be available until, and unless, our product candidates are approved by the FDA or other regulatory agencies and successfully marketed, either by us or a partner, an outcome which we may not achieve. ***The success of our business currently is dependent primarily on the success of our three lead product candidates and these product candidates may not receive regulatory approval or be successfully commercialized.***

We currently have no products for sale and only three product candidates, Exelbine, ANX-514 and ANX-188, for which we are pursuing regulatory approval. Accordingly, the success of our business currently depends primarily on our ability, ourselves or with a future partner of ours, to obtain regulatory approval for and successfully market and sell these product candidates, and our efforts in this regard may prove unsuccessful. In November 2010, we submitted an NDA to the FDA for Exelbine and, in January 2011, we announced that the FDA had accepted our NDA for filing and established a PDUFA goal date of September 1, 2011 to finish its review. Because the NDA has been accepted for filing, the FDA is conducting an in-depth review of the submission to determine whether to approve Exelbine for commercial marketing in the U.S. for the same indications as Navelbine<sup>®</sup>, a branded formulation of vinorelbine. If the FDA is not satisfied with the information we have provided, the agency may refuse to approve our NDA or may require us to perform additional studies or provide other information in order to secure approval. The FDA may delay, limit or refuse to approve our NDA for many reasons, including those identified under the section titled Risks Related to Drug Development and Commercialization. The FDA may formally extend its review process by three months or longer if it determines it requires additional time to review additional information that it requests or that we elect to provide during the review process. If we are unable to timely respond to the FDA's requests for additional information, the approval of the Exelbine NDA may be delayed further. In addition, the FDA may fail to meet its review goals. Regulatory approval for Exelbine may not be obtained, and any failure or significant delay in obtaining the required approval could have a material adverse effect on our business and financial condition.

With respect to ANX-514, following our meeting with the FDA in February 2011, we announced that the FDA determined ANX-514 could not be approved based on the findings from our bioequivalence study of ANX-514, which we refer to as Study 514-01, because the C<sub>max</sub> for total docetaxel was higher in patients who received ANX-514 relative to those who received Taxotere in Study 514-01. The FDA indicated that a randomized safety study comparing ANX-514 and Taxotere would be required in an appropriate patient population to support approval of ANX-514. The FDA recommended that the study also collect data on response rate and duration of response. We are developing a study protocol for submission to the FDA and intend to continue discussions with the FDA regarding the phase 3 clinical study and other requirements for approval of ANX-514. The results of these discussions will determine in large part the timeline for and estimated cost of continued development of ANX-514. Currently, we plan to continue development of ANX-514, but the FDA's requirements for additional clinical and/or nonclinical activities to support approval of ANX-514 may increase estimated development time and expense to the point where we

determine to discontinue work on ANX-514 based on our assessment of its commercial value. Even if we continue development of ANX-514 following further discussions with the FDA, the FDA's requirements may negatively impact our ability to raise additional capital to develop and/or partner ANX-514.

If any of our current or future product candidates is approved by the FDA or any foreign regulatory agency, our ability to generate revenues from these products will depend in substantial part on the extent to which they are accepted by the medical community and reimbursed by third-party payors and our ability to ensure that our third-party manufacturer or manufacturers produce sufficient quantities of the products to meet commercial demand, if any.



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***Our financial resources are limited, we will need to obtain additional funding to pursue our current business strategy and we may not be able to obtain such funding on a timely basis or on commercially reasonable terms, if at all.***

We have experienced significant losses in acquiring and funding the development of our product candidates, accumulating net losses totaling approximately \$161.3 million as of March 31, 2011, and we expect to continue to incur substantial operating losses for the foreseeable future, even if we or a future partner of ours is successful in advancing our product candidates to market. We do not expect to generate cash flows from sales of our products unless and until our products are approved for marketing, the timing of which we cannot predict accurately.

Our future expenditures on our programs are subject to many uncertainties, including whether our product candidates will be developed or commercialized with a partner or independently. Our future capital requirements will depend on, and could increase significantly as a result of, many factors, including:

the costs of seeking regulatory approval for our product candidates, including any nonclinical testing or bioequivalence or clinical studies, process development, scale-up and other manufacturing and stability activities, or other work required to achieve such approval, as well as the timing of such activities and approval;

the extent to which we invest in or acquire new technologies, product candidates, products or businesses and the development requirements with respect to any acquired programs;

the scope, prioritization and number of development and/or commercialization programs we pursue and the rate of progress and costs with respect to such programs;

the costs related to developing, acquiring and/or contracting for sales, marketing and distribution capabilities and regulatory compliance capabilities, most immediately with respect to Exelbine, if we commercialize any of our product candidates for which we obtain regulatory approval without a partner;

the timing and terms of any collaborative, licensing and other strategic arrangements that we may establish;

the extent to which we will need to rebuild our workforce, which currently consists of seven employees, and the costs involved in recruiting, training and incentivizing new employees;

the effect of competing technological and market developments; and

the cost involved in establishing, enforcing or defending patent claims and other intellectual property rights.

We anticipate that our cash as of March 31, 2011, which was approximately \$46.6 million, will be sufficient to fund our currently planned level of operations at least the next 12 months. However, we may determine to grow our organization and/or pursue development and/or commercialization activities for our current or future product candidates at levels or on timelines, or we may incur unexpected expenses, that shorten the period through which our current operating funds will sustain us. We may also acquire new technologies, product candidates and/or products and the cost to acquire, develop and/or commercialize such new technologies, product candidates and/or products may shorten the period through which our current operating funds will sustain us. We may seek additional funding through public or private sales of our equity securities, debt financings, collaborations, licensing arrangements or other strategic or partnering transactions. However, we may not be able to obtain sufficient additional funding on satisfactory terms, if at all. We believe global economic conditions, including the heightened volatility of U.S. and international equity markets and the recent credit crisis, may adversely impact our ability to raise additional capital.

We may incur substantial costs in connection with evaluating and negotiating future strategic or partnering and/or capital-raising transactions, the effect of which may be to shorten the period through which our current

operating funds will sustain us. Even if we incur costs in pursuing, evaluating and negotiating particular strategic or partnering and/or capital-raising transactions, our efforts may not prove successful.

***If our stockholders fail to approve the issuance of the shares of our common stock issuable upon the achievement of milestones related to development and regulatory approval of ANX-188, our future liquidity and cash position could be materially impaired, which could have an immediate negative effect on our stock price and require us to raise additional capital.***

Under the terms of the merger agreement we entered into with SynthRx, we are required to issue up to an aggregate of 13,478,050 additional shares of our common stock upon the achievement of milestones related to the development and regulatory approval of ANX-188 for the treatment of sickle cell crisis in children. Under NYSE Amex rules, our stockholders are required to approve the issuance of shares of common stock issuable by us as consideration in an acquisition if the potential number of such shares could result in an increase in our outstanding shares of 20% or more, which is the case with respect to the milestone-related shares issuable to SynthRx's former stockholders under our merger agreement. We included a proposal in our proxy statement for our

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2011 annual meeting of stockholders to be held on June 15, 2011 for approval of the issuance of the milestone-related pursuant to the merger agreement. If our stockholders do not approve the issuance of the milestone-related shares at the annual meeting or any special meeting we may call prior to December 31, 2011, under the terms of the merger agreement, we will be required to pay in cash the value of the milestone-related shares we would have otherwise issued. We cannot determine with any degree of certainty the amounts of these potential cash payments because the amounts of such payments, if any, will be based on the 10-day volume weighted average of the closing prices of our common stock at the time a milestone is achieved and the market price of our common stock historically has been, and likely will continue to be, highly volatile.

Any obligation to satisfy the milestone-related merger consideration in cash rather than with shares of our common stock, or even the perception of such future obligations, likely would have a material and adverse effect on our cash position, ability to raise capital and stock price. Though recently we have experienced success raising capital, our financial resources are limited and large cash payments could materially impair or entirely deplete our future cash position, as well as any cash equivalents and short-term securities. In addition, cash used to satisfy milestone-related obligations would reduce our available resources to pursue our core business strategy, including our future development and commercialization activities.

Further, the potential for us to satisfy these obligations in cash may cause us to raise additional capital. It can be difficult to raise capital to finance payment or other debt obligations, or where the use of proceeds is for other than fundamental business activities, which may limit our future capital-raising ability, whether or not the intended purpose of the transaction is to satisfy these potential cash payment obligations. In addition, the expectation that we may or will be required to raise additional capital, including to satisfy these potential cash payment obligations, may have the effect of depressing the market price of our common stock for a substantial period of time, including as a result of anticipated dilution, resulting in further dilution than might otherwise be the case in the event we in fact are able to raise additional capital. Furthermore, if we have or are perceived to have insufficient capital to satisfy a cash payment obligation at the time a particular milestone is achieved, the expectation of imminent financing activity may depress our stock price at a time when our ANX-188 program is demonstrating success through achievement of the milestone.

If our stockholders do not approve the issuance of the milestone-related shares and we are successful in raising additional capital in anticipation of satisfying these cash payment obligations before particular milestones are achieved, we may raise more capital than ultimately is necessary, subjecting our stockholders to otherwise unnecessary dilution. Alternatively, we may raise insufficient capital to meet a payment obligation. If we wait to raise capital until particular milestones are achieved, investors may impose more onerous terms based on an actual or perceived need to raise capital immediately, if capital is available at all.

***Our ability to raise capital may be limited by applicable laws and regulations.***

Historically, we have raised capital through the sale and issuance of our equity securities. Our ability to raise additional capital through the sale and issuance of our equity securities may be limited by, among other things, current SEC and NYSE Amex rules and regulations. Since June 2009, we completed six equity financings under shelf registration statements on Form S-3. Use of a shelf registration statement for primary offerings typically enables an issuer to raise additional capital on a more timely and cost effective basis than through other means, such as registration of a securities offering under a Form S-1 registration statement. Under current SEC rules and regulations, to be eligible to use a Form S-3 registration statement for primary offerings without restriction as to the amount of securities to be sold and issued, an issuer must, among other requirements, have outstanding common equity with a market value of at least \$75.0 million held by non-affiliates. If we file a shelf Form S-3 registration statement at a time when the aggregate market value of our common stock held by non-affiliates, or public float, is less than \$75.0 million (calculated as set forth in Form S-3 and SEC rules and regulations), the amount we could raise through primary offerings of our securities in any 12-month period using the Form S-3 registration statement may be limited to an aggregate of one-third of our public float. Moreover, the market value of all securities sold by us under a Form S-3 registration statement during the prior 12 months may be subtracted from that amount to determine the amount we can then raise under the Form S-3 registration statement. Even if we file a shelf Form S-3 registration statement at a time when our public float is \$75.0 million or more (calculated as set forth in Form S-3 and SEC rules and regulations), we may become subject to the one-third of public float limitation described above in the future. The SEC's rules and

regulations require that we periodically re-evaluate the value of our public float. If, at a re-evaluation date, our public float is less than \$75.0 million (calculated as set forth in Form S-3 and SEC rules and regulations), the amount we could raise through primary offerings of our securities in any 12-month period using a Form S-3 registration statement would be subject to the one-third of public float limitation described above.

In addition, under current SEC rules and regulations, if our public float is less than \$75.0 million or if we seek to register a resale offering (i.e., an offering of securities of ours by persons other than us), we must, among other requirements, maintain our listing with the NYSE Amex or have our common stock listed and registered on another national securities exchange in order to be eligible to use a Form S-3 registration statement for any primary or resale offering. Alternative means of raising capital through sales of our securities, including through the use of a Form S-1 registration statement, may be more costly and time-consuming.

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Currently, our common stock is listed on the NYSE Amex equities market. The NYSE Amex will review the appropriateness of continued listing of any issuer that falls below the exchange's continued listing standards. Previously, including during part of 2010, we were not in compliance with certain NYSE Amex continued listing standards and were at risk of being delisted from the NYSE Amex equities market. For additional information regarding this risk, see the risk factor below titled "If we are unable to maintain compliance with NYSE Amex continued listing standards, we may be delisted from the NYSE Amex equities market, which would likely cause the liquidity and market price of our common stock to decline." If our common stock were delisted from the NYSE Amex, our ability to raise capital on terms and conditions we deem acceptable, if at all, may be materially impaired.

Our ability to timely raise sufficient additional capital also may be limited by the NYSE Amex's requirements relating to stockholder approval for transactions involving the issuance of our common stock or securities convertible into our common stock. For instance, the NYSE Amex requires that we obtain stockholder approval of any transaction involving the sale, issuance or potential issuance by us of our common stock (or securities convertible into our common stock) at a price less than the greater of book or market value, which (together with sales by our officers, directors and principal stockholders) equals 20% or more of our presently outstanding common stock, unless the transaction is considered a "public offering" by the NYSE Amex staff. Based on our outstanding common stock as of May 6, 2011 and a closing price of \$2.57, which was the closing price of our common stock on May 6, 2011, we could not raise more than approximately \$13.6 million without stockholder approval, unless the transaction is deemed a public offering or does not involve the sale, issuance or potential issuance by us of our common stock (or securities convertible into our common stock) at a price less than the greater of book or market value. However, certain prior sales by us may be aggregated with any offering we may propose in the near-term, further limiting the amount we could raise in any future offering that is not considered a public offering by the NYSE Amex staff and would involve the sale, issuance or potential issuance by us of our common stock (or securities convertible into our common stock) at a price less than the greater of book or market value. The NYSE Amex will also require stockholder approval if the issuance or potential issuance of additional shares will be considered by the exchange staff to result in a change of control of us.

Obtaining stockholder approval is a costly and time-consuming process. If we are required to obtain stockholder approval, we would expect to spend substantial additional money and resources. In addition, seeking stockholder approval would delay our receipt of otherwise available capital, which may materially and adversely affect our ability to execute our current business strategy, and there is no guarantee our stockholders ultimately would approve a proposed transaction. A public offering under the NYSE Amex rules typically involves broadly announcing the proposed transaction, which often times has the effect of depressing the issuer's stock price. Accordingly, the price at which we could sell our securities in a public offering may be less and the dilution existing stockholders experience may in turn be greater than if we were able to raise capital through other means.

***Our ability to raise capital may be limited by contractual restrictions.***

In the past, in connection with raising capital through the sale and issuance of our equity securities, we have agreed to certain restrictions on our ability to raise additional capital through additional equity financing transactions. For example, in connection with an equity financing we completed in July 2005, we entered into a rights agreement with certain of the purchasers of our securities, including entities affiliated with Carl C. Icahn. Pursuant to the Rights Agreement, dated July 27, 2005, as amended, or the Rights Agreement, we agreed to, among other things, grant the investors that were party to the Rights Agreement, or the Rights Investors, the right to participate in sales of our securities for up to seven years (with certain enumerated exceptions as set forth in the Rights Agreement). Pursuant to the Rights Agreement, we must notify the Rights Investors of certain proposed transactions on the timeline specified in the Rights Agreement. In many of our prior financing transactions, we have requested and received waivers from the Rights Investors with respect to their participation rights, but if we are unable to obtain such waivers in a timely manner, or at all, with respect to future financing transactions, we may be unable to consummate a financing that otherwise may be available to us and in the best interest of our company and stockholders.

***Raising additional capital may cause dilution to our existing stockholders, require us to relinquish proprietary rights or restrict our operations.***

We may raise additional capital at any time and may do so through one or more financing alternatives, including public or private sales of our equity securities, debt financings, collaborations, licensing arrangements or other strategic transactions. Each of these financing alternatives carries certain risks. Raising capital through the issuance of common stock may depress the market price of our stock and may substantially dilute our existing stockholders. If we instead seek to raise capital through strategic transactions, such as licensing arrangements or sales of one or more of our technologies or product candidates, we may be required to relinquish valuable rights and dilute the current and future value of our assets. For example, any licensing arrangement would likely require us to share a significant portion of any revenues generated by our licensed technologies with our licensees. Additionally, our control over the development of any products or product candidates licensed or sold to third parties may be reduced and thus we may not realize the full value of any such products or product candidates. Debt financings could involve covenants that restrict our operations. These restrictive covenants may include limitations on additional borrowing and specific restrictions on the use of our assets, as well as prohibitions on our ability to create liens or make investments and may, among other things, preclude us from making distributions to stockholders (either by paying dividends or redeeming stock) and taking other actions beneficial to our stockholders. In addition, investors could impose more one-sided investment terms and conditions on companies that have or are perceived to have limited remaining funds or limited ability to raise additional funds. The lower our cash balance, the more difficult it is likely to be for us to raise additional capital on commercially reasonable terms, or at all.

**Table of Contents*****We currently expect to increase the size of our organization, and may experience difficulties in attracting and retaining qualified personnel and managing growth.***

Currently, we have seven employees and we rely on third parties to perform many essential services for us. In connection with preparing for the commercial launch of Exelbine, should our November 2010 Exelbine NDA be approved, and initiating clinical activities with respect to ANX-514 and ANX-188, should we reach agreement with the FDA regarding a phase 3 clinical study for each of those product candidates, we plan to increase our internal sales and marketing, finance and accounting, research and development, regulatory, manufacturing, quality, compliance, and other resources in order to manage our expanded operations. We do not expect that our current management, personnel, systems and, potentially, facilities will be adequate to support those activities. We expect to continue to rely on third parties to perform certain essential services as we develop and/or acquire additional internal capabilities.

The success of our business will depend, in part, on our ability to attract and retain highly qualified personnel, and on our ability to develop and maintain important relationships with respected service providers and industry-leading consultants and advisors. Competition for these types of personnel and relationships is intense from numerous pharmaceutical and biotechnology companies, universities and other research organizations, particularly in the San Diego, California area. In connection with the cost-cutting measures we implemented in 2008 and 2009, we eliminated, among others, our scientific staff and our manufacturing and regulatory personnel, who had a deep background in our product candidates and our research and development programs. Recruiting and retaining employees, including senior-level personnel, with relevant product development and commercialization experience may be costly and time-consuming. Our ability to provide competitive compensation to our management and other employees may also be adversely affected by our capital resources. If we cannot attract and retain additional skilled personnel, we may not achieve our development and other goals.

***We may not be able to manage our business effectively if we are unable to retain key personnel.***

We are highly dependent on the expertise and deep background in our product candidates of our chief executive officer and our president and chief operating officer. If we lose one or both of these key employees, our ability to successfully implement our current business strategy could be seriously harmed. Replacing these key employees may be difficult and take an extended period of time, particularly due to the fact that we currently do not have other executive officers or personnel to assume all of the responsibilities of these key employees and the intense competition for qualified personnel among biotechnology, pharmaceutical and other businesses, particularly in the San Diego, California area. Our chief executive officer and our president and chief operating officer may terminate their employment with us at any time with or without notice.

***If we are unable to raise sufficient additional capital as needed, we may be forced to reduce our current and/or planned development and commercialization activities, partner our product candidates or products at inopportune times or pursue less expensive but higher-risk development paths, which we have done in the past.***

Although we anticipate that our cash as of March 31, 2011 will be sufficient to fund our operations at their current levels for at least the next 12 months, we expect to need to raise additional capital in order to execute our current business plan. If we are not able to raise sufficient additional capital, we may be required to reduce our development and commercialization activities or attempt to continue them by entering into arrangements with partners or others that may not be available on favorable terms, or at all, and may require us to relinquish some or all of our rights to our product candidates or products or the financial benefits thereof. For example, in late 2008, due to an immediate need for additional capital, we discontinued all of our development programs other than with respect to Exelbine and ANX-514 and limited our activities with respect to Exelbine and ANX-514 to those we believed necessary to preparing and submitting NDAs for Exelbine and ANX-514. Going forward, if we do not have sufficient capital, we may determine, for example, not to conduct the randomized safety study comparing ANX-514 and Taxotere, which the FDA has indicated would be required to support approval of ANX-514 or any additional clinical and/or nonclinical studies that may be required by the FDA to support approval of ANX-514, any post-approval clinical studies to support uses of Exelbine in new indications or other label changes intended to expand the scale and scope of its market potential, or any clinical and/or nonclinical studies that may be required by the FDA to support approval of ANX-188.

***Our failure to successfully acquire, develop and commercialize additional technologies, product candidates and/or products may impair our ability to grow.***

Our current business strategy involves expanding our product pipeline through one or more in-license, asset acquisition or merger transactions. Because we neither have, nor currently intend to establish, internal research capabilities, we are dependent upon pharmaceutical and biotechnology companies, universities and other research organizations to sell or license technologies, product candidates, products or businesses to us. The process of identifying, evaluating, negotiating and implementing the purchase or license of new assets is lengthy and complex and may disrupt other development programs and distract our personnel. We have limited



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experience and resources with respect to identifying, evaluating, negotiating and implementing the acquisition of new assets or rights thereto and integrating them into our current infrastructure. Supplementing our current resources to complete one or more transactions may be costly. In addition, given our recent market capitalization and our desire to preserve our cash for development activities, any merger or other business combination transaction pursuant to which we acquire additional technologies, product candidates and/or products primarily will involve the issuance of shares of our common stock, or securities convertible into our common stock. For example, in addition to the 2,800,851 shares we issued upon the completion of our acquisition of SynthRx, we could issue up to an aggregate of 13,478,050 additional shares of our common stock to SynthRx's former stockholders upon achievement of milestones related to the development and regulatory approval of ANX-188 for the treatment of sickle cell crisis in children, if our stockholders approve the issuance of such milestone-related shares, as required by NYSE Amex rules. If all milestones are achieved without reduction, the number of shares we issue in connection with the SynthRx acquisition would, in the aggregate, represent an approximately 41% ownership stake in our company (based on currently outstanding shares plus shares issued in connection with the acquisition). The issuance of shares in connection with other future strategic transactions, if any, may result in the stockholders who own the majority of our voting securities prior to one or more of such transactions owning less than a majority after such transactions.

Our success in acquiring or acquiring rights to new technologies, product candidates and/or products may also be adversely affected by competition for the same assets by other companies, including some with substantially greater development and commercialization resources and with a proven record of successfully developing and/or commercializing product candidates. In addition, we may not be able to identify, acquire or acquire the rights to additional technologies, product candidates and/or products on terms that we find acceptable, or at all.

Any technology and/or product candidate that we acquire or to which we acquire rights likely will require additional development efforts prior to commercial sale, including extensive clinical testing and approval by the FDA and applicable foreign regulatory authorities. All product candidates are subject to risks of failure typical of pharmaceutical product development, including the possibility that a product candidate will not be shown to be sufficiently safe or effective for approval by regulatory authorities and other risks described under the section titled **Risks Related to Drug Development and Commercialization.**

***If we acquire or acquire rights to new technologies, product candidates and/or products and fail to integrate them successfully into our operations, we may incur unexpected costs and disruptions to our business.***

In addition to our recent acquisition of SynthRx, we currently continue to spend significant time and attention identifying and evaluating, and potentially negotiating to acquire or acquire rights to, other technologies, product candidates and/or products that we believe have a strategic fit with our current or future business strategy. However, any strategic transaction, including any in-license, asset acquisition and merger transaction, may entail numerous operational and financial risks, including:

exposure to unknown liabilities;

disruption of our business and diversion of our management's time and attention to develop and/or commercialize acquired technologies, products candidates and/or products;

incurrence of substantial debt or dilutive issuances of securities to pay for acquisitions;

higher than expected acquisition and integration costs;

increased amortization expenses;

difficulty and cost in combining the operations and personnel of any acquired businesses with our operations and personnel;

impairment of relationships with key suppliers and/or customers of any acquired businesses due to changes in management and ownership; and

inability to retain key employees of any acquired businesses.

We may devote resources to potential acquisition or in-licensing opportunities that are never completed, or we may fail to realize the anticipated benefits of such efforts.

***The use of our net operating loss carry forwards and research and development tax credits has been and may be limited further by changes in ownership within the meaning of IRC Section 382.***

Our net operating loss carry forwards and research and development tax credits may expire and not be used. As of December 31, 2010, we had generated federal and state net operating loss carry forwards of approximately \$31.5 million and \$34.4 million, respectively, and federal and state research and development tax credit carry forwards of approximately \$145,000 and \$87,000, respectively. Federal net operating loss carry forwards and research and development tax credits have a 20-year carry forward period and California net operating losses have a carry forward period that varies depending on the year such net operating losses are generated. California research and development tax credits carry forward indefinitely. Our federal net operating loss carry forwards will begin to expire in 2016 and our California net operating loss carry forwards will begin to expire in 2013 if we have not used them prior to that time. Our federal research and development tax credits will begin to expire in 2029.

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Pursuant to Sections 382 and 383 of the Internal Revenue Code of 1986, as amended, or IRC, our ability to use any net operating loss carry forwards and research and development credits to offset taxable income in the future is limited if we experience a cumulative change in ownership of more than 50% within a three-year period. During 2010, we completed an analysis to determine whether any such change in ownership had occurred during the period from January 1, 2008 through January 7, 2010, and identified several changes in ownership within the meaning of IRC Section 382. Upon application of limitations prescribed by IRC Section 382, we determined that our net operating loss carry forwards and research and development credits were significantly adversely affected by the identified changes in control, and we have adjusted our deferred tax assets accordingly. We have not completed an analysis to determine whether any change in ownership within the meaning of IRC Section 382 has occurred since January 7, 2010, but we believe a change in ownership may have occurred as a result of our equity securities financings in May 2010 and January 2011. If any such change in ownership has occurred since January 7, 2010 or were to occur in the future, the amount of our net operating loss carry forwards and research and development tax credits we could utilize annually in the future to offset taxable income could be further significantly restricted or eliminated. Inability to fully utilize our net operating loss carry forwards and research and development tax credits could have an adverse impact on our financial position and results of operations.

***If we fail to maintain an effective system of internal control over financial reporting and disclosure controls and procedures, we may not be able to accurately report our financial results. As a result, current and potential investors could lose confidence in our financial reporting, which could harm our business and have an adverse effect on our stock price.***

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, we are required to annually furnish a report by our management on our internal control over financial reporting. Such report must contain, among other matters, an assessment by our principal executive officer and our principal financial officer on the effectiveness of our internal control over financial reporting, including a statement as to whether or not our internal control over financial reporting is effective as of the end of our fiscal year. This assessment must include disclosure of any material weakness in our internal control over financial reporting identified by management. Performing the system and process documentation and evaluation needed to comply with Section 404 is both costly and challenging. In addition, under current SEC rules, if our public float is \$75 million or more as of the last business day of our most recently completed second fiscal quarter, we will be required to obtain an attestation report from our independent registered public accounting firm as to our assessment of the effectiveness of our internal control over financial reporting for our annual report on Form 10-K for that fiscal year, which likely would consume significant additional financial and managerial resources.

We have in the past discovered, and may in the future discover, areas of internal controls that need improvement. For example, during the fourth quarter of 2008, we discovered that we did not correctly apply generally accepted accounting principles relating to accounting for warrant liability because our accounting staff did not have adequate training or expertise, and determined that we had a material weakness in our internal control over financial reporting as of December 31, 2007. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. For a detailed description of this material weakness and our remediation of this material weakness, see Part II Item 9A(T) Controls and Procedures of our annual report on Form 10-K for the year ended December 31, 2008. If we identify a material weakness in our internal control over financial reporting in the future, we may not be able to conclude that our internal control over financial reporting is effective, and we may need to implement expensive and time-consuming remedial measures. As a result of reductions in our workforce and other personnel departures that occurred in 2008 and 2009, we have experienced substantial turnover in our personnel responsible for performing activities related to our internal control over financial reporting. From July 2009 to March 2011, our president and chief operating officer, who has no formal education in finance or accounting, served as our principal financial and principal accounting officer. He continues to serve as our principal financial officer. We have used third-party contractors in an effort to maintain effective internal control over financial reporting during and since that turn-over period. However, we cannot be certain that a material weakness will not be identified in the future and, if we fail to maintain effective internal control over financial reporting, we could lose investor confidence in the accuracy and completeness of our financial reports, which could

have a material adverse effect on our stock price.

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations, including the possibility of human error and circumvention by collusion or overriding of controls. Accordingly, even an effective internal control system may not prevent or detect material misstatements on a timely basis. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

**Table of Contents*****Our operations might be interrupted by the occurrence of a natural disaster or other catastrophic event.***

Our corporate headquarters are located in a single commercial facility in San Diego, California. Important documents and records, including copies of our regulatory documents and other records for our product candidates, are located at our facilities and we depend on our facilities for the continued operation of our business. Natural disasters and other catastrophic events, such as wildfires and other fires, earthquakes and extended power interruptions, which have impacted San Diego businesses in the past, and terrorist attacks or severe weather conditions, could significantly disrupt our operations and result in additional, unplanned expense. As a small company, we have limited capability to establish and maintain a comprehensive disaster recovery program and, accordingly, we do not have a formal business continuity or disaster recovery plan, and any natural disaster or catastrophic event could delay our development and potential commercialization efforts. Even though we believe we carry commercially reasonable insurance, we might suffer losses that exceed the coverage available under these insurance policies. In addition, we are not insured against terrorist attacks or earthquakes.

**Risks Related to Drug Development and Commercialization*****Further testing and/or validation of our product candidates and related manufacturing processes may be required and regulatory approval may be delayed or denied, which would limit or prevent us from marketing our product candidates and significantly impair our ability to generate revenues.***

Human pharmaceutical products generally are subject to rigorous nonclinical testing and clinical trials and other approval procedures mandated by the FDA and foreign regulatory authorities. Various federal and foreign statutes and regulations also govern or influence the manufacturing, safety, labeling, storage, record keeping and marketing of pharmaceutical products. The process of obtaining these approvals and the subsequent compliance with appropriate U.S. and foreign statutes and regulations is time-consuming and requires the expenditure of substantial resources. In addition, these requirements and processes vary widely from country to country.

To varying degrees based on the regulatory plan for each of our product candidates, the effect of government regulation and the need for FDA and other regulatory agency approval will delay commercialization of our product candidates, impose costly procedures upon our activities, and put us at a disadvantage relative to larger companies with which we compete. There can be no assurance that FDA or other regulatory approval for any product candidates developed by us, alone or with a future partner, will be granted on a timely basis, or at all. For example, despite our including in our December 2009 Exelbine NDA data that we believe met the filing requirements for a new drug promulgated by the International Conference on Harmonization, or ICH, as well as site-specific stability data from lots manufactured at the intended commercial manufacturing site, we received a refusal-to-file letter from the FDA indicating that the data included in the December 2009 submission was insufficient to support a commercially-viable expiration dating period. Likewise, even though the FDA has confirmed the appropriateness of a Section 505(b)(2) regulatory path for Exelbine and ANX-514, the FDA's views may change or the FDA may require additional nonclinical testing or clinical studies to demonstrate their safety. For example, with respect to ANX-514, because the C<sub>max</sub> for total docetaxel was higher in patients who received ANX-514 relative to those who received Taxotere in Study 514-01, the FDA indicated that a randomized safety study comparing ANX-514 and Taxotere would be required in an appropriate patient population to support approval of ANX-514. The FDA recommended that the study also collect data on response rate and duration of response. We are developing a study protocol for submission to the FDA and intend to continue discussions with the FDA regarding the phase 3 clinical study and other requirements for approval of ANX-514. The results of these discussions will determine in large part the timeline for and estimated cost of continued development of ANX-514. Currently, we plan to continue development of ANX-514, but the FDA's requirements for additional development activities to support approval of ANX-514 may increase estimated development time and expense to the point where we determine to discontinue work on ANX-514 based on our assessment of its commercial value. Likewise, if, during its review of our Exelbine NDA, the FDA determines that additional nonclinical testing or clinical studies are necessary for regulatory approval of Exelbine, we may determine that the associated time and cost is not financially justifiable and, as a result, discontinue that program. If we discontinue the development of one or both of these product candidates, our business and stock price may suffer.

In connection with any NDA that we file under Section 505(b)(2) of the U.S. Federal Food, Drug and Cosmetic Act, or FDCA, we may be required to notify third parties that we have certified to the FDA that any patents listed for

the reference product in the FDA's Orange Book publication are invalid or will not be infringed by the manufacture, use or sale of our product. If the third party files a patent infringement lawsuit against us within 45 days of its receipt of notice of our certification, the FDA is automatically prevented from approving our NDA until, subject to certain adjustments, the earliest of 30 months, expiration of the patent, settlement of the lawsuit or a decision in the infringement case that is favorable to us. Accordingly, we may invest significant time and expense in the development of our product candidates, including ANX-514, only to be subject to significant delay and patent litigation before our products may be commercialized.

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***We may not achieve our projected development, commercialization and other goals in the time frames we announce. Delays in the commencement or completion of nonclinical testing, bioequivalence or clinical trials or manufacturing, regulatory or other activities could result in increased costs to us and delay or limit our ability to generate revenues.***

We set goals for and make public statements regarding our estimates of the timing of the accomplishment of objectives material to successful development, approval and future commercialization of our product candidates. The actual timing of these events can vary dramatically due to any number of factors, including delays or failures in our nonclinical testing, bioequivalence and clinical trials and manufacturing, regulatory and commercial launch activities and the uncertainties inherent in the regulatory approval process. While our regulatory strategy for Exelbine and ANX-514 has been to demonstrate the bioequivalence of each to the currently approved reference product in small, bioequivalence trials in humans, in February 2011, we announced that the FDA determined ANX-514 could not be approved based on the findings from Study 514-01 and indicated that a randomized safety study comparing ANX-514 and Taxotere would be required in an appropriate patient population to support approval of ANX-514. The FDA recommended that the study also collect data on response rate and duration of response. We are developing a study protocol for submission to the FDA and intend to continue discussions with the FDA regarding the phase 3 clinical study and other requirements for approval of ANX-514. However, the FDA's requirements for development activities beyond Study 514-01 will significantly increase the time and cost associated with seeking regulatory approval of ANX-514 relative to our previously planned regulatory approval pathway for ANX-514. In addition, we may determine to conduct clinical studies with respect to Exelbine and ANX-514 to support uses in new indications or other label changes or for other reasons. With respect to ANX-188, we intend to develop it initially for the treatment of pediatric patients with sickle cell disease in acute crisis and plan to meet with the FDA to reach agreement on a phase 3 clinical trial protocol. Although the safety and efficacy of poloxamer 188 and purified poloxamer 188 in sickle cell disease have been evaluated in multiple clinical studies and we believe that a properly designed and executed phase 3 clinical trial will demonstrate that ANX-188 is an effective treatment for patients with sickle cell disease in acute crisis, the FDA may require additional nonclinical testing and/or clinical studies for regulatory approval of ANX-188 for that indication.

We conduct nonclinical activities in the course of our development programs, including in connection with the manufacture of our product candidates, and in response to requests by regulatory authorities, as well as for other reasons. Delays in our nonclinical activities could occur for a number of reasons, including:

- delays in reaching agreement on acceptable terms with prospective contract research organizations, or CROs, and contract manufacturing organizations, or CMOs, the terms of which can be subject to extensive negotiation and may vary significantly among different CROs and CMOs;

- failures on the part of our CROs and CMOs in developing procedures and protocols or otherwise conducting activities on timeframes requested by us;

- delays in identifying and hiring or engaging, as applicable, additional employees or consultants to assist us in managing CRO and/or CMO activities;

- changes in regulatory requirements or other standards or guidance relating to nonclinical testing, including testing of pharmaceutical products in animals;

- a lack of availability of capacity at our CMOs, or of the component materials, including the active pharmaceutical ingredient, or API, or related materials, including vials and stoppers, necessary to manufacture our product candidates or products; and

- unforeseen results of nonclinical testing that require us to amend study or test designs or delay future testing or bioequivalence or clinical trials and related regulatory filings.

In addition, we do not know whether planned bioequivalence or clinical trials will commence on time or be completed on schedule, if at all. The commencement and completion of trials can be delayed for a variety of reasons, including delays related to:

obtaining regulatory approval to commence a trial;

identifying appropriate trial sites and reaching agreement on acceptable terms with prospective CROs, trial sites and investigators, the terms of which can be subject to extensive negotiation and may vary significantly among different CROs, trial sites and investigators;

identifying and hiring or engaging, as applicable, additional employees or consultants to assist us in managing a trial and analyzing the data resulting from a trial;

manufacturing sufficient quantities of a product candidate;



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obtaining institutional review board, or IRB, approval to conduct a trial at a prospective site;

recruiting and enrolling patients to participate in trials for a variety of reasons, including competition from other clinical trials for the same indication as our product candidates and the perception that the design of a trial or the proposed treatment regimen is less beneficial to patients than available alternatives; and

retaining patients who have initiated a trial but may be prone to withdraw due to side effects from the therapy, lack of efficacy, improvement in condition before treatment has been completed or personal issues, or who are lost to further follow-up.

Even if we complete a planned bioequivalence or clinical trial, we may not achieve our projected development, approval, commercialization or other goals in the time frames we initially anticipate or announce. For example, with respect to ANX-514, in February 2011, we announced that because the C<sub>max</sub> for total docetaxel was higher in patients who received ANX-514 relative to those who received Taxotere in Study 514-01, the FDA indicated that a randomized safety study comparing ANX-514 and Taxotere would be required in an appropriate patient population to support approval of ANX-514. As a result of the FDA's additional requirements with respect to the regulatory approval pathway for ANX-514, there is substantial uncertainty as to the cost and timeline to obtaining FDA approval for ANX-514.

In addition to the potential for delays in commencing and completing a bioequivalence or clinical trial described above, a trial may be suspended or terminated by us, an IRB, the FDA or other regulatory authorities due to a number of factors, including:

failure to conduct the trial in accordance with regulatory requirements or the trial's protocol;

inspection of trial operations or trial sites by the FDA or other regulatory authorities resulting in the imposition of a clinical hold;

unforeseen safety issues; or

lack of adequate funding to continue the trial.

Additionally, changes in regulatory requirements and guidance relating to bioequivalence or clinical trials may occur and we may need to amend trial protocols to reflect these changes. Amendments may require us to resubmit protocols to IRBs for reexamination or renegotiate terms with CROs, trial sites and trial investigators, all of which may impact the costs, timing or successful completion of a trial. Changes may also occur in regulatory requirements or policy during the period of product development and/or regulatory review of a submitted NDA relating to the data required to be included in marketing applications. For example, despite our including in our December 2009 Exelbine NDA data that we believe met the filing requirements for a new drug promulgated by the ICH, as well as site-specific stability data from lots manufactured at the intended commercial manufacturing site, we received a refusal-to-file letter from the FDA indicating that the data included in that submission was insufficient to support a commercially-viable expiration dating period. Consequently, we had to wait for 12 months of site-specific stability data from the intended commercial manufacturing site to be generated before resubmitting an NDA for Exelbine, which we did in November 2010. A change in regulatory policy, which may not have been formalized or publicly disseminated, may have been a factor underlying the FDA's refusal to file our December 2009 Exelbine NDA.

There can be no assurance that our nonclinical testing and bioequivalence and/or clinical trials will commence or be completed, that we will make regulatory submissions or receive regulatory approvals as planned or that we will be able to adhere to anticipated schedules for the development or approval of any of our product candidates. The length of time necessary to complete bioequivalence or clinical trials and manufacturing development work and to submit an application for marketing approval for a final decision by a regulatory authority varies significantly and is difficult to predict accurately. If we experience delays in the completion of, or if we terminate, our bioequivalence or clinical trials or nonclinical testing or if we are otherwise unable to adhere to our current schedule for the development of our product candidates, the commercial prospects for our product candidates may be harmed and our ability to generate product revenues will be delayed. In addition, many of the factors that cause, or lead to, a delay in the

commencement or completion of bioequivalence or clinical trials or nonclinical testing may also ultimately lead to the denial of regulatory approval of a product candidate. Even if we are able to ultimately commercialize our product candidates, other therapies for the same indications may have been introduced to the market in the interim and established a competitive advantage.

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***Positive results in nonclinical testing, bioequivalence trials and/or clinical trials do not ensure that future bioequivalence or clinical trials will be successful or that our product candidates will receive the regulatory approvals necessary for their commercialization.***

Before obtaining regulatory approvals for the commercial sale of any of our product candidates, we must demonstrate through nonclinical testing and bioequivalence or clinical trials that each product is safe and effective for use in each target indication. Success in nonclinical testing and/or bioequivalence trials does not ensure that subsequent or large-scale trials will be successful. Additionally, throughout development, we must provide adequate assurance to the FDA and other regulatory authorities that we can consistently produce our product candidates in conformance with current good manufacturing practices, or cGMP, and other regulatory standards. Bioequivalence and clinical trial results are frequently susceptible to varying interpretations and regulatory authorities may disagree on what are appropriate methods for analyzing data, which may delay, limit or prevent regulatory approvals. For instance, with respect to our bioequivalence trial of Exelbine, the FDA may perform its bioequivalence analysis based on a patient population or data-set other than the population or data-set on which we based our analysis, which may result in the FDA determining that Exelbine and Navelbine are not bioequivalent, requiring that we evaluate additional patients, re-perform the study, conduct clinical testing or take other remedial action. In addition, because we are using a different third-party manufacturer for the commercial manufacture of Exelbine than we used for the manufacture of the Exelbine used in our bioequivalence trial and certain changes were required in transferring the manufacturing process, the FDA may require us to perform additional nonclinical or clinical studies before accepting our Exelbine NDA or approving Exelbine for marketing and sale in the U.S. Further, the Exelbine bioequivalence trial was open-label, meaning physician-investigators, as well as patients, may have been aware of which drug was being administered. There is a risk of investigator bias in reporting adverse events as a result of the study's open-label nature, including bias that may have increased the reporting of adverse events associated with Navelbine and/or decreased the reporting of adverse events associated with Exelbine.

With respect to ANX-514, despite positive nonclinical testing that indicated bioequivalence between ANX-514 and the reference product, Taxotere, Study 514-01 did not demonstrate pharmacokinetic equivalence between ANX-514 and Taxotere, the primary endpoint of Study 514-01, based on the FDA's benchmark regulatory standards. In February 2011, we announced that the FDA determined ANX-514 could not be approved based on the findings from Study 514-01 and indicated that a randomized safety study comparing ANX-514 and Taxotere would be required in an appropriate patient population to support approval of ANX-514. We are developing a study protocol for submission to the FDA and intend to continue discussions with the FDA regarding the phase 3 clinical study and other requirements for approval of ANX-514. However, the FDA's requirements for development activities beyond Study 514-01 will significantly increase the time and cost associated with regulatory approval of ANX-514 relative to our previously planned regulatory approval pathway for ANX-514. In addition, the FDA may inquire regarding the manufacturing source, in-process and product release specifications and overall uniformity of reference product used in Study 514-01, particularly since it was conducted at sites in multiple countries, and we may be unable to provide documentation satisfactory to the FDA with respect to such reference product, which may result in the FDA requiring that we evaluate additional patients, re-perform the bioequivalence study, conduct clinical studies or take other remedial measures. Further, the form of API used in the manufacture of ANX-514 for purposes of Study 514-01 will not be the same form of API used in the manufacture of ANX-514 for purposes of the planned phase 3 study of ANX-514 or for process validation batches or commercial supply. To ensure the comparability of the ANX-514 used in Study 514-01 and the ANX-514 intended for use in the planned phase 3 study and commercial sale, the FDA may require that we evaluate each form of ANX-514 in additional patients, conduct other clinical studies or take other remedial actions. We may have insufficient quantities of each form of ANX-514 and could incur substantial cost and delay in acquiring such quantities, in addition to the time and expense associated with conducting the evaluation, conducting other clinical studies or taking other remedial measures. Furthermore, we have licensed to a third party certain rights to ANX-514 in South Korea and have limited control over any nonclinical testing or clinical studies such third party, or a future third-party licensee, may conduct. If data from investigations of ANX-514 sponsored by a third-party licensee identify a safety or efficacy concern with respect to ANX-514, or the lack of comparable pharmacokinetics between ANX-514 and Taxotere, such data could have an adverse effect on the U.S. regulatory

process.

There is a significant risk that any of our product candidates could fail to show anticipated results in human trials, as was the case in our bioequivalence study of ANX-514, or manufacturing development, and, as a result, we may not continue their development. A failure to obtain requisite regulatory approvals or to obtain approvals of the scope requested will delay or preclude us from marketing our products or limit the commercial use of the products, and would have a material adverse effect on our business, financial condition and results of operations.

***We currently have no sales or marketing capability and our failure to acquire or develop these and related capabilities internally or contract with third parties to perform these activities successfully could delay and/or limit our ability to generate revenues in the event one or more of our product candidates obtains regulatory approval.***

We currently do not have sales, marketing or other commercialization personnel. To commercialize our products, including Exelbine, if approved, we will have to acquire or develop marketing, distribution and sales capabilities and associated regulatory compliance capabilities, or rely on marketing partners or other arrangements with third parties for the marketing, distribution and sale of our products. There is no guarantee that we will be able to establish marketing, distribution or sales capabilities or make arrangements with third parties to perform those activities on terms satisfactory to us, or at all, or that any internal capabilities or third-party arrangements will be cost-effective. The acquisition or development of commercialization and associated regulatory compliance capabilities likely will require substantial financial and other resources and divert the attention of our management and key personnel, and, if not completed on time, could delay the launch of a product candidate, including Exelbine, if approved, and otherwise negatively impact our product development and commercialization efforts.

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To the extent we establish marketing, distribution or sales arrangements with any third parties, those third parties may hold significant control over important aspects of the commercialization of our products, including market identification, marketing methods, pricing, composition of sales force and promotional activities. Even if we are successful in establishing and maintaining these arrangements, there can be no assurance that we will be able to control the amount and timing of resources that any third party may devote to our products or prevent any third party from pursuing alternative technologies or products that could result in the development of products that compete with, or the withdrawal of support for, our products. If we retain third-party service providers to perform functions related to the marketing, distribution and sale of our products, key aspects of those functions that may be out of our direct control could include warehousing and inventory management, distribution, contract administration and chargeback processing, accounts receivable management and call center management. In this event, we would place substantial reliance on third-party providers to perform services for us, including entrusting our inventories of products to their care and handling. If these third-party service providers fail to comply with applicable laws and regulations, fail to meet expected deadlines, or otherwise do not carry out their contractual duties to us, or encounter natural or other disasters at their facilities, our ability to deliver product to meet commercial demand could be significantly impaired. In addition, we may use third parties to perform various other services for us relating to sample accountability and regulatory monitoring, including adverse event reporting, safety database management and other product maintenance services. If the quality or accuracy of the data maintained by these service providers is insufficient, our ability to continue to market our products could be jeopardized or we could be subject to regulatory sanctions.

***If any of our product candidates for which we receive regulatory approval do not achieve broad market acceptance (including as a result of our inability to differentiate our products from competitor products or promote any such differences or as a result of failing to obtain reimbursement rates for our products that make our products competitive from the healthcare provider's perspective), the revenues we generate from their sales will be limited and our business may not be profitable.***

Our success will depend in substantial part on the extent to which our products for which we obtain marketing approval from the FDA and comparable foreign regulatory authorities are accepted by the medical community and reimbursed by third-party payors, including government payors. The degree of market acceptance with respect to each of our products, if approved, will depend upon a number of factors, including, among other things:

our product's perceived advantages over existing treatment methods (including relative convenience and ease of administration and prevalence and severity of any adverse side effects);

claims or other information (including limitations or warnings) in our product's approved labeling;

the resources we devote to marketing our product and restrictions on promotional claims we can make with respect to the product;

reimbursement and coverage policies of government and other third-party payors;

pricing and cost-effectiveness;

in the U.S., the ability of group purchasing organizations (including distributors and other network providers) to sell our product to their constituencies;

the establishment and demonstration in the medical community of the safety and efficacy of our product and our ability to provide acceptable evidence of safety and efficacy;

availability of alternative treatments; and

the prevalence of off-label substitution of chemically equivalent products or alternative treatments.

We cannot predict whether physicians, patients, healthcare insurers or maintenance organizations, or the medical community in general, will accept or utilize any of our products. If our products are approved but do not achieve an adequate level of acceptance by these parties, we may not generate sufficient revenues from these products to become or remain profitable. In addition, our efforts to educate the medical community and third-party payors regarding the benefits, if any, of our products may require significant resources and may never be successful.

In addition, FDA approval of Exelbine based on bioequivalence to Navelbine may limit our ability to differentiate Exelbine from Navelbine, its generic equivalents and other formulations of vinorelbine that may be approved by the FDA unless the FDA allows us to include certain data in the Exelbine label. Likewise, unless we investigate the potential clinical benefits of the absence of polysorbate 80 in our planned phase 3 clinical trial of ANX-514, our ability to differentiate ANX-514 from Taxotere, its generic equivalents and other formulations of docetaxel that may be approved by the FDA may be limited.

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If we fail to obtain a unique Healthcare Common Procedure Coding System, or HCPCS, product code for Exelbine or ANX-514, we may be unable to sell those products at a price that exceeds their respective manufacturing, marketing and distribution costs. Even if we obtain unique HCPCS product codes for Exelbine and ANX-514, if they are perceived to provide little or no advantage relative to competing products or for other reasons, we may be required to price those products at levels that do not cover our costs to manufacture, market and distribute the products or provide any profit, or to price those products at levels at which they are not competitive.

Based on our determinations regarding the commercial potential of Exelbine and ANX-514, including as a result of the above factors, we may determine that the time and cost necessary to continue to develop and/or seek regulatory approval for one or both of these product candidates is not financially justified, particularly with respect to Exelbine, if the FDA requires additional nonclinical testing or bioequivalence or clinical studies beyond the bioequivalence study that we have conducted for that product candidate and, with respect to ANX-514 and ANX-188, depending on the outcome of future discussions with the FDA regarding phase 3 clinical trial study protocol and other requirements for approval of these product candidates. While we evaluate these factors, we may reduce our expenditures on the development and/or the process of seeking regulatory approval of these product candidates. There can be no assurance that, in the future, we will continue to develop or seek regulatory approval for either of these product candidates as quickly as possible, or at all. In the future, we may devote our resources to identifying, acquiring and developing new product candidates. In such event, we will have significant flexibility in determining which new product candidates to pursue. Stockholders will be required to rely on the judgment of our management and our board of directors in this regard and may have limited or no opportunity to evaluate potential new product candidates, including the terms of their acquisition, the costs of their future development and their commercial potential.

***We do not have manufacturing capabilities and are dependent on single source manufacturers and suppliers for certain of our product candidates and their component materials, and the loss of any of these manufacturers or suppliers, or their failure to provide us with an adequate supply of products or component materials on commercially acceptable terms, or at all, could harm our business.***

We do not have any manufacturing capability. We rely on third-party manufacturers and component materials suppliers for the manufacture of our product candidates for bioequivalence or clinical trial purposes and we anticipate establishing relationships with third-party manufacturers and component materials suppliers for the commercial production of our products. Currently, we do not have any long-term commercial supply agreements or commitments with our third-party manufacturers or component suppliers, and we may not be able to establish these relationships with these parties in a timely manner or on commercially acceptable terms, or at all. If we fail to establish and maintain such relationships, we expect it would have a material and adverse effect on our operations. Even if we successfully establish these relationships with third-party manufacturers and component suppliers on commercially acceptable terms, our manufacturers and suppliers may not perform as agreed or may terminate their agreements with us. Because many of our suppliers provide manufacturing services to a number of other pharmaceutical companies, our suppliers may experience capacity constraints or choose to prioritize one or more of their other customers over us. Any significant problem that our manufacturers or suppliers experience could delay or interrupt the supply to us of bioequivalence or clinical trial materials or commercial products until the manufacturer or supplier cures the problem or until we locate, negotiate for and validate an alternative source of supply, if an alternative source is available, and any such delay or interruption could be protracted and could materially and adversely affect our development and commercial activities and operations.

For instance, Exelbine is an emulsified cytotoxic product that must be aseptically-filled. There are a limited number of CMOs capable and willing to manufacture this type of product at the commercial scale at which we anticipate requiring for Exelbine, which will make identifying and establishing short- or long-term relationships with willing manufacturers more difficult and provide them with substantial leverage over us in any negotiations. Furthermore, certain of the component materials of Exelbine are available only from a particular supplier, and currently we do not have any short- or long-term agreements for the supply of those materials.

Even if we successfully establish a long-term relationship with our current CMO for Exelbine on commercially acceptable terms, that CMO may be unable to successfully and consistently manufacture Exelbine at commercial

scale. Both us and our current CMO have limited experience manufacturing Exelbine. Because data from a single bioequivalence trial of Exelbine may be sufficient to support approval of the Exelbine NDA, our and our current CMO's ability to gain experience manufacturing Exelbine, in particular at various scales, has been limited. If our current CMO is unable to manufacture Exelbine successfully and consistently at commercial scale and within established parameters, we may be unable to validate our manufacturing process, even if the FDA otherwise would approve our NDA, and we would therefore be unable to sell Exelbine.

All manufacturers of our products and product candidates must comply with cGMP requirements enforced by the FDA through its facilities inspection program, as well as applicable requirements of foreign regulatory authorities. These requirements include quality control, quality assurance and the maintenance of records and documentation. Manufacturers of our products and product candidates may be unable to comply with these cGMP requirements and with other FDA, state and foreign regulatory requirements. While we or our representatives generally monitor and audit our manufacturers' systems, we have little control over our manufacturers' ongoing compliance with these regulations and standards. A failure to comply with these requirements may result in fines and civil penalties, suspension of production, suspension or delay in product approval, product seizure or recall, or withdrawal of product approval.



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Furthermore, the manufacture of pharmaceutical products requires significant expertise and capital investment, including the development of advanced manufacturing techniques and process controls. Manufacturers of pharmaceutical products often encounter difficulties in production, particularly in scaling-up initial production. These problems include difficulties with production costs and yields, quality control, including stability of the product candidate and quality assurance testing, and shortages of qualified personnel.

If our manufacturers were to encounter any of these difficulties or otherwise fail to comply with their contractual obligations, our ability to provide sufficient quantities of our product candidates for any future bioequivalence or clinical trials or to meet commercial demand may be jeopardized. In addition, any delay or interruption in the supply of supplies necessary or useful to manufacture our product candidates could delay the completion of any future bioequivalence or clinical trials, increase the costs associated with maintaining our development programs and, depending upon the period of delay, require us to commence new trials at significant additional expense or terminate the trials completely. We cannot ensure that manufacturing or quality control problems will not arise in connection with the manufacture of our products or product candidates, or that third-party manufacturers will be able to maintain the necessary governmental licenses and approvals to continue manufacturing such products or product candidates. Any of the above factors could cause us to delay or suspend anticipated or on-going trials, regulatory submissions, required approvals or commercialization of our product candidates, entail higher costs or result in our being unable to effectively commercialize our products. Our dependence upon third parties for the manufacture of our products and product candidates may adversely affect our future costs and our ability to develop and commercialize our products and product candidates on a timely and competitive basis.

If any of our product candidates should be approved, any problems or delays experienced in their manufacturing processes may impair our ability to provide commercial quantities of the products, which would limit our ability to sell the products and adversely affect our business. It could take significant time to redesign our manufacturing processes or identify alternative suppliers in response to problems we may encounter as we manufacture our products, if such alternative processes and suppliers are available at all. Even if we are able to identify alternative suppliers, they may be unwilling to manufacture our products on commercially reasonable terms. None of Exelbine, ANX-514 or ANX-188 have been manufactured at the scales we believe will be necessary to maximize their commercial value and, accordingly, we or a future partner of ours may encounter difficulties in production while scaling-up initial production and may not succeed in scaling-up initial production.

Any new supplier of products or component materials, including API, would be required to qualify under applicable regulatory requirements and would need to have sufficient rights under applicable intellectual property laws to the method of manufacturing such products or ingredients. The FDA may require us to conduct additional bioequivalence or clinical trials, collect stability data and provide additional information concerning any new supplier, or change in a validated manufacturing process, before we could distribute products from that supplier or revised process. For example, if FDA requires substantial stability or other data from the new manufacturer, which data will take time and is costly to generate, it could cause interruptions in our ability to meet commercial demand, if any.

In addition, obtaining the necessary FDA approvals or other qualifications under applicable regulatory requirements and ensuring non-infringement of third-party intellectual property rights could result in a significant interruption of supply and require the new supplier to bear significant additional costs, which may be passed on to us. ***We rely significantly on third parties to conduct our nonclinical testing and bioequivalence and clinical studies and other aspects of our development programs and if those third parties do not satisfactorily perform their contractual obligations or meet anticipated deadlines, the development of our product candidates could be adversely affected.***

We do not employ personnel or possess the facilities necessary to conduct many of the activities associated with our programs, particularly since we implemented severe cost-cutting measures in late 2008 and early 2009. Although we plan to expand our internal capabilities in the near-term, currently, we engage consultants, advisors, CROs, CMOs and others to design, conduct, analyze and interpret the results of nonclinical tests and bioequivalence and clinical studies in connection with the research and development of our product candidates, and we expect to continue to outsource a significant amount of such activities while we develop and/or acquire internal capabilities. As a result, many important aspects of our product candidates' development are and will continue to be outside our direct control. There can be no assurance that such third parties will perform all of their obligations under arrangements with us or

will perform those obligations satisfactorily.

The CROs with which we contract for execution of our bioequivalence and clinical studies play a significant role in the conduct of the studies and subsequent collection and analysis of data, and we likely will depend on these and other CROs and clinical investigators to conduct any future bioequivalence or clinical studies or assist with our analysis of completed studies and to develop corresponding regulatory strategies. Individuals working at the CROs with which we contract, as well as investigators at the sites at which our studies are conducted, are not our employees, and we cannot control the amount or timing of resources that they devote to our programs. If these CROs fail to devote sufficient time and resources to our studies, or if their performance is substandard, it will delay the approval of our applications to regulatory agencies and the introduction of our products. Failure of these CROs to meet their obligations could adversely affect development of our product candidates. Moreover, these CROs may have relationships with other commercial entities, some of which may compete with us. If they assist our competitors at our expense, it could harm our competitive position.

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For instance, we lacked the internal capabilities to fully analyze the data from our bioequivalence study of ANX-514 and relied on multiple third-party consultants to help us interpret and understand the data. Because of the impact different analyses of the data may have on our business, an employee may have approached the data and analysis in a substantially more rigorous, thoughtful and creative manner than a consultant or contractor.

***If we receive regulatory approval for one or more of our product candidates, we may face competition from generic products, which could exert downward pressure on the pricing and market share of our products and limit our ability to generate revenues.***

Many of the currently marketed and anticipated products against which our product candidates may compete are, or we anticipate will be, available as generics. For instance, Exelbine would compete against Navelbine, for which generic equivalents have been available in the U.S. since 2003. ANX-514 would compete against Taxotere. We anticipate that ANX-514 would also compete against other formulations of docetaxel and we expect that generic equivalents of Taxotere will have entered the market prior to regulatory approval, if any, to market ANX-514. Even if we obtain unique HCPCS product codes for Exelbine and ANX-514, the existence of generic products could make it more difficult for our branded products to gain or maintain market share and could cause prices for our products to drop, potentially below our cost of goods, which could adversely affect our business.

***If we receive regulatory approval for one or more of our product candidates, we may face competition for our products from lower priced products from foreign countries that have placed price controls on pharmaceutical products.***

Proposed federal legislative changes may expand consumers' ability to import lower priced versions of our and competing products from Canada. Further, several states and local governments have implemented importation schemes for their citizens, and, in the absence of federal action to curtail such activities, we expect other states and local governments to launch importation efforts. The importation of foreign products that compete with our own products could negatively impact our business and prospects.

***Even if we receive regulatory approval for one or more of our product candidates, they may still face future development and regulatory difficulties that could materially and adversely affect our business, financial condition and results of operations and cause our stock price to decline.***

Even if initial regulatory approval is obtained, the FDA or a foreign regulatory agency may still impose significant restrictions on a product's indicated uses or marketing or impose ongoing requirements for potentially costly post-approval studies or marketing surveillance programs. Our product candidates will also be subject to ongoing FDA requirements related to the labeling, packaging, storage, distribution, advertising, promotion, record-keeping and submission of safety and other post-market information regarding the product. For instance, the FDA may require changes to approved drug labels, require post-approval clinical trials and impose distribution and use restrictions on certain drug products. In addition, approved products, manufacturers and manufacturers' facilities are subject to continuing regulatory review and periodic inspections. If previously unknown problems with a product are discovered, such as adverse events of unanticipated severity or frequency, or problems with the facility where the product is manufactured, the FDA may impose restrictions on that product or us, including requiring withdrawal of the product from the market. If we or a CMO of ours fail to comply with applicable regulatory requirements, a regulatory agency may:

issue warning letters or untitled letters;

impose civil or criminal penalties;

suspend or withdraw regulatory approval;

suspend or terminate any ongoing bioequivalence or clinical trials;

refuse to approve pending applications or supplements to approved applications;

exclude our product from reimbursement under government healthcare programs, including Medicaid or Medicare;

impose restrictions or affirmative obligations on our or our CMO s operations, including costly new manufacturing requirements;

close the facilities of a CMO; or

seize or detain products or require a product recall.

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***Even if one or more of our product candidates receive regulatory approval in the U.S., we may never receive approval or commercialize our products outside of the U.S., which would limit our ability to realize the full commercial potential of our product candidates.***

In order to market any products outside of the U.S., we must establish and comply with numerous and varying regulatory requirements of other countries regarding safety and efficacy. Approval procedures vary among countries and can involve additional product testing and validation and additional administrative review periods. The time required to obtain approval in other countries might differ from that required to obtain FDA approval. In particular, other countries may not have a comparable regulatory procedure as is available under Section 505(b)(2) of FDCA. Even if a country did have a comparable procedure, that country may require a more robust data package than the bioequivalence data package for Exelbine that we submitted in November 2010 and was accepted for review by the FDA. The regulatory approval process in other countries may include all of the risks detailed above regarding FDA approval in the U.S., as well as other risks. Regulatory approval in one country does not ensure regulatory approval in another, but a failure or delay in obtaining regulatory approval in one country may have a negative effect on the regulatory process in others. Failure to obtain regulatory approval in other countries or any delay or setback in obtaining such approval could have the same adverse effects detailed above regarding FDA approval in the U.S. As described above, such effects include the risks that our product candidates may not be approved for all indications requested, which could limit the uses of our product candidates and have an adverse effect on product sales, and that such approval may be subject to limitations on the indicated uses for which the product may be marketed or require costly, post-marketing follow-up studies.

***Our product candidates may cause undesirable side effects or have other properties that could delay or prevent their regulatory approval or commercialization.***

Undesirable side effects caused by our product candidates could interrupt, delay or halt bioequivalence or clinical trials and could result in the denial of regulatory approval by the FDA or other regulatory authorities for any or all indications, and in turn prevent us from commercializing our product candidates and generating revenues from their sale. For example, in a prior phase 3 study of purified poloxamer 188, which we are developing as ANX-188, a modest but statistically significant increase in levels of alanine aminotransferase and direct bilirubin was observed. If in our planned phase 3 clinical trial of ANX-188 we observe more pronounced increases in these or other levels, or we observe other previously unidentified adverse events, whether or not statistically significant, we may be required to conduct additional clinical trials of ANX-188 or ANX-188 may not receive regulatory approval.

If any of our product candidates receive marketing approval and we or others later identify undesirable side effects caused by the product or the reference product:

regulatory authorities may require the addition of labeling statements, such as a black box warning or a contraindication;

regulatory authorities may withdraw their approval of the product;

we may be required to change the way the product is administered, conduct additional clinical trials or change the labeling of the product; and

our reputation may suffer.

Any of these events could prevent us from achieving or maintaining market acceptance of the affected product or could substantially increase the costs and expenses of commercializing the product, which in turn could delay or prevent us from generating significant revenues from its sale.

## **Risks Related to Our Intellectual Property**

***Our success will depend on patents and other protection we obtain on our product candidates and proprietary technology.***

Our success will depend in part on our ability to:

obtain and maintain patent and other exclusivity with respect to our products;

prevent third parties from infringing upon our proprietary rights;

maintain trade secrets;

operate without infringing upon the patents and proprietary rights of others; and

obtain appropriate licenses to patents or proprietary rights held by third parties if infringement would otherwise occur, both in the U.S. and in foreign countries.

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The patent and intellectual property positions of specialty pharmaceutical companies, including ours, are uncertain and involve complex legal and factual questions. There is no guarantee that we have or will develop or obtain the rights to products or processes that are patentable, that patents will issue from any pending applications or that claims allowed will be sufficient to protect the technology we develop or have developed or that is used by us, our CMOs or our other service providers. In addition, we cannot be certain that patents issued to us will not be challenged, invalidated, infringed or circumvented, including by our competitors, or that the rights granted thereunder will provide competitive advantages to us.

Furthermore, patent applications in the U.S. are confidential for a period of time until they are published, and publication of discoveries in scientific or patent literature typically lags actual discoveries by several months. As a result, we cannot be certain that the inventors listed in any patent or patent application owned by us were the first to conceive of the inventions covered by such patents and patent applications or that such inventors were the first to file patent applications for such inventions.

We also may rely on unpatented trade secrets and know-how and continuing technological innovation to develop and maintain our competitive position, which we seek to protect, in part, by confidentiality agreements with employees, consultants, collaborators and others. We also have invention or patent assignment agreements with our employees and certain consultants. There can be no assurance, however, that binding agreements will not be breached, that we will have adequate remedies for any breach, or that trade secrets will not otherwise become known or be independently discovered by competitors. In addition, there can be no assurance that inventions relevant to us will not be developed by a person not bound by an invention assignment agreement with us.

With respect to ANX-188 for the treatment of sickle cell crisis, we will acquire exclusive rights to a variety of issued patents that cover, among other things, poloxamer 188, purified poloxamer 188, methods of treating sickle cell anemia using poloxamer 188 and methods of preparing purified poloxamer 188. However, we expect many of the patents covering purified poloxamer 188 for the treatment of sickle cell crisis will expire prior to regulatory approval of ANX-188 for that indication. For exclusivity, we expect to rely primarily on the orphan drug designation that the FDA has granted for poloxamer 188 for the treatment of sickle cell crisis. However, the orphan drug designation does not convey any advantage in, or shorten the duration of, the regulatory review or approval process. ANX-188 would not receive the seven-year orphan drug marketing exclusivity if it is not the first to obtain FDA marketing approval. In addition, orphan drug exclusive marketing rights may be lost if the FDA later determines that the request for designation was materially defective or if the manufacturer is unable to assure sufficient quantity of the drug. Furthermore, if the FDA later determines another drug or biologic for the treatment of sickle cell crisis to be clinically superior to or different from ANX-188, the FDA may approve such other product candidate for marketing during ANX-188's seven year exclusive marketing period.

***Patent protection for our emulsion-formulation product candidates may be difficult to obtain and any issued claims may be limited because of the nature of patent protection available for these candidates.***

Our formulations consist of common excipients that emulsify the underlying chemical entity. We believe the specific combinations of excipients in our formulations are not obvious and that many of the properties that the resulting formulations exhibit are surprising. However, there is substantial prior art involving the emulsification of drugs and a patent examiner may combine numerous disparate references in order to reject our formulations for obviousness. A patent examiner could also determine that, even without combining references, the prior art taught the specific combination of excipients in our formulations or that, for other reasons, such combination was obvious. If our formulations are deemed obvious, the invention would not be patentable.

In addition, while the patent applications and the issued patent covering our emulsion-formulation product candidates, including Exelbine and ANX-514, include product claims, they cover only specific formulations of the API, and not the API itself. Such product claims are not as strong as claims covering APIs, which are widely viewed as the strongest form of intellectual property protection for pharmaceutical products, as they apply without regard to how the API is formulated or the method in which the API is used. A competitor may modify our formulations and obtain regulatory approval for products with the same API as our products. Such competitive products may not infringe any patents we may hold in the future covering our specific formulation of the API.

***If we are sued for infringing the proprietary rights of third parties, it will be costly and time consuming, and an unfavorable outcome would have an adverse effect on our business.***

Our commercial success depends on our ability and the ability of our CMOs and component suppliers to develop, manufacture, market and sell our products and product candidates and use our proprietary technologies without infringing the proprietary rights of third parties. Numerous U.S. and foreign issued patents and pending patent applications, which are owned by third parties, exist in the fields in which we are or may be developing products. As the biotechnology and pharmaceutical industry expands and more patents are issued, the risk increases that we will be subject to claims that our products or product candidates, or their use, infringe the rights of others. Because patent applications can take many years to publish and issue, there currently may be pending applications, unknown to us, that may later result in issued patents that our products, product candidates or technologies infringe, or that the process of manufacturing our products or any of their respective component materials, or the component materials themselves, infringe, or that the use of our products, product candidates or technologies infringe.



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We or our CMOs or component material suppliers may be exposed to, or threatened with, future litigation by third parties having patent or other intellectual property rights alleging that our products, product candidates and/or technologies infringe their intellectual property rights or that the process of manufacturing our products or any of their respective component materials, or the component materials themselves, or the use of our products, product candidates or technologies, infringe their intellectual property rights. If one of these patents was found to cover our products, product candidates, technologies or their uses, or any of the underlying manufacturing processes or components, we could be required to pay damages and could be unable to commercialize our products or use our technologies or methods unless we are able to obtain a license to the patent or intellectual property right. A license may not be available to us in a timely manner or on acceptable terms, if at all. In addition, during litigation, a patent holder could obtain a preliminary injunction or other equitable remedy that could prohibit us from making, using or selling our products, technologies or methods.

There is a substantial amount of litigation involving patent and other intellectual property rights in the biotechnology and pharmaceutical industries generally. If a third party claims that we or our CMOs or component material suppliers infringe its intellectual property rights, we may face a number of issues, including, but not limited to:

infringement and other intellectual property claims which, with or without merit, may be expensive and time consuming to litigate and may divert our management's attention from our core business;

substantial damages for infringement, including the potential for treble damages and attorneys' fees, which we may have to pay if a court decides that the product at issue infringes or violates the third party's rights;

a court prohibiting us from selling or licensing the product unless the third party licenses its product rights to us, which it may not be required to do;

if a license is available from the third party, we may have to pay substantial royalties, fees and/or grant cross-licenses to our products; and

redesigning our products or processes so they do not infringe, which may not be possible or may require substantial expense and time.

No assurance can be given that patents do not exist, have not been filed, or could not be filed or issued, which contain claims covering our products, product candidates or technology or those of our CMOs or component material suppliers or the use of our products, product candidates or technologies. Because of the number of patents issued and patent applications filed in the pharmaceutical industry, we believe there is a risk that third parties may allege they have patent rights encompassing our products, product candidates or technologies, or those of our CMOs or component material suppliers, or uses of our products, product candidates or technologies.

In addition, it may be necessary for us to enforce patents under which we have rights, or to determine the scope, validity and unenforceability of other parties' proprietary rights, which may affect our rights. There can be no assurance that our patents would be held valid by a court or administrative body or that an alleged infringer would be found to be infringing. The uncertainty resulting from the mere institution and continuation of any patent related litigation or interference proceeding could have a material and adverse effect on us.

### **RISKS RELATED TO OUR INDUSTRY**

***We expect intense competition in the marketplace for each of our products, if any of our product candidates are approved.***

The industry in which we operate is highly competitive and rapidly changing. If successfully developed and approved, our products will likely compete with existing and new products and therapies and our competitors may succeed in commercializing products more rapidly or effectively than us, which would have a material and adverse effect on our ability to generate revenues from product sales. In addition, there are numerous companies with a focus in oncology and/or that are pursuing the development of pharmaceuticals that target the same diseases as are targeted by the products that we currently are, or in the future may be, developing or that focus on reformulating currently

approved drugs. We anticipate that we will face intense and increasing competition in the future as new products enter the market and new technologies become available. Existing products or new products developed by competitors may be more effective, or more effectively marketed and sold, than those we may market and sell. Competitive products may render our products and product candidates obsolete or noncompetitive.

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Exelbine and ANX-514, if approved, may compete against Navelbine and Taxotere, respectively, as well as their generic equivalents and other formulations of vinorelbine and docetaxel that may be approved by the FDA. In addition to Navelbine, in the U.S., currently there are seven commercially available generic versions of vinorelbine. In addition, there is an oral formulation of vinorelbine approved for use in the EU against which Exelbine would compete if Exelbine were approved for use in the EU. With respect to docetaxel, in the U.S., we believe non-Taxotere formulations of docetaxel will be commercially available in 2011 and that generic equivalents of Taxotere will be commercially available in the near-term, possibly in 2011.

With respect to Exelbine, because we submitted the Exelbine NDA with only bioequivalence data, our ability to differentiate Exelbine from competing products will be limited. Even if we believe Exelbine demonstrates clinical, pharmacoeconomic or other benefits relative to competing products, we may be unable to market or promote it based on these benefits. If our products do not receive unique HCPCS product codes, we may be required to price our products at levels that do not cover our costs to manufacture, market and distribute the products or provide any profit, or to price our products at levels at which they are not competitive.

In addition, numerous companies are focused on reformulating currently approved chemotherapeutic agents. In particular, the taxanes, the class of drugs of which Taxotere is a member, have experienced substantial commercial success, in part as a result of their effectiveness in treating a wide variety of cancers, which has generated significant interest in reformulating Taxotere and other taxanes. For instance, in 2010, the FDA approved Jevtana<sup>®</sup> for treatment of patients with hormone-refractory metastatic prostate cancer previously treated with a docetaxel-containing treatment regimen. The active ingredient of Jevtana is cabazitaxel, an antineoplastic agent belonging to the taxane class. In addition to our approach of emulsifying docetaxel, other companies may be pursuing alternative delivery vehicles, including the use of albumin nanoparticles, prodrugs, polyglutamates, analogs, co-solvents, liposomes and microspheres. Many of these or similar approaches could be applied to vinorelbine. Relative to our formulations, formulations based on one or more of these other methods may result in greater efficacy or safety, provide better drug delivery to tumor sites or otherwise increase benefits to patients and healthcare providers.

With respect to competition for ANX-188 for the treatment of sickle cell crisis, we are aware of numerous companies with product candidates in varying stages of development for the treatment of sickle cell crisis. In addition, we expect advances in the understanding of the signaling pathways associated with sickle cell disease to lead to further interest and development of treatment options. More broadly, ANX-188, if approved for the treatment of sickle cell crisis, would compete against agents designed to treat sickle cell disease, of which sickle cell crisis is a condition. Hydroxyurea, a form of chemotherapy used for myeloproliferative disease, has been shown to decrease the severity of sickle cell disease by reducing the frequency of crisis. Blood transfusions also are used to treat sickle cell disease. Bone marrow and stem cell transplantation have also been shown to be effective to treat and, in some cases, cure sickle cell disease. In addition, there is increasing interest in developing drugs for rare diseases, which may have the effect of increasing the development of agents to treat sickle cell disease generally or sickle cell crisis in particular. GlaxoSmithKline and Pfizer each have a unit focused on rare diseases. Legislative action, such as the potential to expand the priority review voucher system to rare pediatric diseases, may further generate interest. If an effective treatment or cure for sickle cell disease or sickle cell crisis receives regulatory approval, the commercial success of ANX-188, if approved, could be severely jeopardized.

Companies likely to have products that will compete with our product candidates have significantly greater financial, technical and human resources than we do, and are better equipped to develop, manufacture, market and distribute products. Many of these companies have extensive experience in nonclinical testing and clinical trials, obtaining FDA and other regulatory approvals and manufacturing and marketing products, have products that have been approved or are in late-stage development, and operate large, well-funded research, development and commercialization programs.

Smaller companies may also prove to be significant competitors, particularly through collaborative arrangements with large pharmaceutical and biotechnology companies. Furthermore, academic institutions, government agencies and other public and private research organizations are becoming increasingly aware of the commercial value of their inventions and are actively seeking to commercialize the technologies they have developed.

***We are subject to uncertainty relating to healthcare reform measures and reimbursement policies that, if not favorable to our products, could hinder or prevent our products' commercial success, if any of our product candidates are approved.***

Our ability to commercialize our products successfully will depend in part on the extent to which reimbursement for the costs of such products and related treatments will be available from government health administration authorities, private health insurers and other third-party payors. Significant uncertainty exists as to the reimbursement status of newly approved medical products. The continuing efforts of the government, insurance companies, managed care organizations and other payors of healthcare services to contain or reduce costs of healthcare may adversely affect:

our ability to set a price we believe is fair for our products;

our ability to generate revenues or achieve or maintain profitability;

the future revenues and profitability of our potential customers, suppliers and collaborators; and

the availability to us of capital.

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If we are successful in obtaining FDA approval for Exelbine, it will compete with Navelbine, its generic equivalents and other formulations of vinorelbine that may be approved by the FDA. Our ability to commercialize Exelbine will depend in part on the extent to which governmental authorities, private health insurers and other organizations establish what we believe are appropriate coverage and reimbursement levels for the cost of our product. These payors are increasingly attempting to contain healthcare costs by limiting both coverage and the level of reimbursement, particularly for new therapeutic products or if there is a perception that the target indication of the new product is well-served by existing drugs or other treatments. Accordingly, even if coverage and reimbursement are provided, market acceptance of our products would be adversely affected if the amount of coverage and/or reimbursement rates for the use of our products proved to be unprofitable for healthcare providers or less profitable than alternative treatments.

There have been federal and state proposals to subject the pricing of healthcare goods and services to government control and to make other changes to the U.S. healthcare system. While we cannot predict the outcome of current or future legislation, we anticipate, particularly given the passage in 2010 of the Patient Protection and Affordable Care Act, that Congress and state legislatures will introduce initiatives directed at lowering the total cost of healthcare. In addition, in certain foreign markets, the pricing of drug products is subject to government control and reimbursement may in some cases be unavailable or insufficient. It is uncertain if future legislative proposals, whether domestic or abroad, will be adopted that might affect our products or product candidates or what actions federal, state, or private payors for healthcare treatment and services may take in response to any such healthcare reform proposals or legislation. Any such healthcare reforms could have a material and adverse effect on the marketability of any products for which we ultimately receive FDA or other regulatory agency approval.

***We face potential product liability exposure and, if successful claims are brought against us, we may incur substantial liability for a product or product candidate and may have to limit its commercialization. In the future, we anticipate that we will need to obtain additional or increased product liability insurance coverage and it is uncertain that such increased or additional insurance coverage can be obtained on commercially reasonable terms, if at all.***

Our business (in particular, the use of our product candidates in clinical trials and the sale of any products for which we obtain marketing approval) will expose us to product liability risks. Product liability claims might be brought against us by patients, healthcare providers, pharmaceutical companies or others selling our products. If we cannot successfully defend ourselves against any such claims, we will incur substantial liabilities. Regardless of merit or eventual outcome, liability claims may result in:

- decreased demand for our products;
- impairment of our business reputation;
- withdrawal of bioequivalence or clinical trial participants;
- costs of related litigation;
- substantial monetary awards to patients or other claimants;
- loss of revenues; and

the inability to commercialize our products and product candidates.

We maintain limited product liability insurance for our bioequivalence and clinical trials, but our insurance coverage may not reimburse us or may not be sufficient to reimburse us for all expenses or losses we may suffer. Moreover, insurance coverage is becoming increasingly expensive and, in the future, we may not be able to maintain insurance coverage at a reasonable cost or in sufficient amounts to protect us against losses.

We expect that we would expand our insurance coverage to include the sale of commercial products if we obtain marketing approval of any of our product candidates, but we may be unable to obtain product liability insurance on commercially acceptable terms or may not be able to maintain such insurance at a reasonable cost or in

sufficient amounts to protect us against potential losses. Large judgments have been awarded in class action lawsuits based on drug products that had unanticipated side effects. A successful product liability claim or series of claims brought against us could cause our stock price to fall and, if judgments exceed our insurance coverage, could decrease our cash and adversely affect our business.

**Table of Contents****RISKS RELATED TO OUR COMMON STOCK**

***If we are unable to maintain compliance with NYSE Amex continued listing standards, we may be delisted from the NYSE Amex equities market, which would likely cause the liquidity and market price of our common stock to decline.***

Our common stock currently is listed on the NYSE Amex equities market. The NYSE Amex normally will consider suspending dealings in, or removing from the list, securities of an issuer that has stockholders' equity of less than \$6.0 million if such issuer has sustained losses from continuing operations and/or net losses in its five most recent fiscal years. In addition, the NYSE Amex will normally consider suspending dealings in, or removing from the list, securities selling for a substantial period of time at a low price per share if the issuer fails to effect a reverse split of such stock within a reasonable time after being notified that the NYSE Amex deems such action to be appropriate under the circumstances.

Previously, we were not in compliance with certain NYSE Amex stockholders' equity continued listing standards. Specifically, we were not in compliance with (1) Section 1003(a)(ii) of the NYSE Amex Company Guide, or the Company Guide, because we reported stockholders' equity of less than \$4,000,000 and losses from continuing operations and net losses in three of our four most recent fiscal years, or (2) Section 1003(a)(iii) of the Company Guide, because we reported stockholders' equity of less than \$6,000,000 and losses from continuing operations and net losses in our five most recent fiscal years. In addition, we were notified, in accordance with Section 1003(f)(v) of the Company Guide, that the NYSE Amex determined it was appropriate for us to effect a reverse stock split of our common stock to address our low selling price per share.

In April 2010, we announced that we had resolved the stockholders' equity continued listing deficiencies and we implemented a 1-for-25 reverse split of our common stock, in part to address the NYSE Amex's requirement that we address our low stock price. Even though, currently, we are in compliance with NYSE Amex continued listing standards, there is no assurance that we will continue to maintain compliance with such standards. For example, we may determine to grow our organization or product pipeline or pursue development or other activities at levels or on timelines that reduces our stockholders' equity below the level required to maintain compliance with NYSE Amex continued listing standards. In addition, the market price for our common stock historically has been highly volatile, as more fully described below under the risk titled "The market price of our common stock historically has been and likely will continue to be highly volatile." The NYSE Amex may again determine that the selling price per share of our common stock is low and require that we effect a reverse stock split of our common stock, which would require stockholder approval that we may be unable to obtain. Our failure to maintain compliance with NYSE Amex continued listing standards could result in the delisting of our common stock from the NYSE Amex.

The delisting of our common stock from the NYSE Amex likely would reduce the trading volume and liquidity in our common stock and may lead to decreases in the trading price of our common stock. The delisting of our common stock may also materially impair our stockholders' ability to buy and sell shares of our common stock. In addition, the delisting of our common stock could significantly impair our ability to raise capital, which is critical to the execution of our current business strategy.

***If our common stock were delisted and determined to be a penny stock, a broker-dealer may find it more difficult to trade our common stock and an investor may find it more difficult to acquire or dispose of our common stock in the secondary market.***

If our common stock were removed from listing with the NYSE Amex, it may be subject to the so-called "penny stock" rules. The SEC has adopted regulations that define a "penny stock" to be any equity security that has a market price per share of less than \$5.00, subject to certain exceptions, such as any securities listed on a national securities exchange. For any transaction involving a "penny stock," unless exempt, the rules impose additional sales practice requirements on broker-dealers, subject to certain exceptions. If our common stock were delisted and determined to be a "penny stock," a broker-dealer may find it more difficult to trade our common stock and an investor may find it more difficult to acquire or dispose of our common stock on the secondary market.

***The market price of our common stock historically has been and likely will continue to be highly volatile.***

The market price for our common stock historically has been highly volatile, and the market for our common stock has from time to time experienced significant price and volume fluctuations that are unrelated to our operating

performance. For instance, on October 1, 2007, the market price for our common stock dropped almost 80% following our announcement of the results of our phase 2b clinical trial of CoFactor for the first-line treatment of metastatic colorectal cancer. Conversely, the market price for our common stock more than doubled over two trading days in late December 2009. The market price of our common stock may fluctuate significantly in response to a number of factors, including:

the level of our financial resources;

announcements of entry into or consummation of a financing or strategic transaction;



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changes in the regulatory status of our product candidates, including results of any bioequivalence and clinical trials and other research and development programs;

FDA or international regulatory actions and regulatory developments in the U.S. and foreign countries;

announcements of new products or technologies, commercial relationships or other events (including bioequivalence and clinical trial results and regulatory events and actions) by us or our competitors;

market conditions in the pharmaceutical, biopharmaceutical, specialty pharmaceutical and biotechnology sectors;

developments concerning intellectual property rights generally or those of us or our competitors;

changes in securities analysts' estimates of our financial performance or deviations in our business and the trading price of our common stock from the estimates of securities analysts;

events affecting any future collaborations, commercial agreements and grants;

fluctuations in stock market prices and trading volumes of similar companies;

sales of large blocks of our common stock, including sales by our executive officers, directors and significant stockholders or pursuant to shelf or resale registration statements that register shares of our common stock that may be sold by us or certain of our current or future stockholders;

discussion of us or our stock price by the financial and scientific press and in online investor communities;

commencement of delisting proceedings by the NYSE Amex;

additions or departures of key personnel; and

changes in third-party payor reimbursement policies.

As evidenced by the October 1, 2007 decline, the realization of any of the foregoing could have a dramatic and adverse impact on the market price of our common stock. In addition, class action litigation has often been instituted against companies whose securities have experienced substantial decline in market price. Moreover, regulatory entities often undertake investigations of investor transactions in securities that experience volatility following an announcement of a significant event or condition. Any such litigation brought against us or any such investigation involving our investors could result in substantial costs and a diversion of management's attention and resources, which could hurt our business, operating results and financial condition.

***Sales of substantial amounts of our common stock or the perception that such sales may occur could cause the market price of our common stock to drop significantly, even if our business is performing well.***

The market price of our common stock could decline as a result of sales by, or the perceived possibility of sales by, us or our existing stockholders of shares of our common stock. These sales by our existing stockholders might also make it more difficult for us to sell equity securities at a time and price that we deem appropriate. Currently, we have an effective primary registration statement on Form S-3 under which we may sell and issue more than \$85 million of securities. We also have effective resale registration statements on Form S-3 and an effective registration statement on Form S-1 that register a significant number of shares of our common stock and securities convertible into our common stock that may be sold by us or certain of our stockholders, including the resale registration statement on Form S-3 of which this prospectus forms a part. Collectively, these registration statements may increase the likelihood of sales by, or the perception of an increased likelihood of sales by, us or our existing stockholders of shares of our common

stock.

***We currently have voting control with respect to more than 10% of our outstanding common stock and we may obtain voting control over a significant additional amount of our outstanding common stock if we issue the milestone-related shares to the former SynthRx stockholders, and we may determine to cause those shares to be voted in such a manner that does not necessarily coincide with the interests of individual stockholders or particular groups of stockholders.***

Pursuant to the voting and transfer restriction agreement between us and each of the former principal stockholders of SynthRx, each stockholder party has agreed to vote all shares of our common stock beneficially owned by that party with respect to every action or approval by written consent of our stockholders in such manner as directed by us, except in limited circumstances, and has executed an irrevocable proxy appointing and authorizing us to vote such shares in such manner. If our stockholders approve the issuance of the milestone-related shares and development of ANX-188 achieves all related milestones without reduction, we will issue an additional 13,478,050 shares of our common stock, representing, in the aggregate (and including the shares issued in connection with the closing of our acquisition of SynthRx) an approximately 41% ownership stake in our company (based on our currently

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outstanding shares plus shares issued in connection with the acquisition). As a result of such issuances and the voting and transfer restriction agreement, we currently have, and in the future may have even more, significant control over substantially all matters requiring approval by our stockholders, including the election of directors and the approval of certain mergers and other business combination transactions. Even if less than all potential milestone-related shares are issued, our ability to control a potentially significant block of stockholder votes pursuant to the voting and transfer restriction agreement may enable us to substantially affect the outcome of proposals brought before our stockholders. Although our board of directors acts in a manner it believes is in the best interest of our stockholders as a whole, the interests of our stockholders as a whole may not always coincide with the interests of individual stockholders or particular groups of stockholders.

***Anti-takeover provisions in our charter documents and under Delaware law may make an acquisition of us, which may be beneficial to our stockholders, more difficult, which could depress our stock price. Alternatively, prohibitions on anti-takeover provisions in our charter documents may restrict us from acting in the best interests of our stockholders.***

We are incorporated in Delaware. Certain anti-takeover provisions of Delaware law and our charter documents as currently in effect may make a change in control of our company more difficult, even if a change in control would be beneficial to our stockholders. Our bylaws limit who may call a special meeting of stockholders and establish advance notice requirements for nomination of individuals for election to our board of directors or for proposing matters that can be acted upon at stockholders' meetings. Delaware law also prohibits corporations from engaging in a business combination with any holders of 15% or more of their capital stock until the holder has held the stock for three years unless, among other possibilities, the board of directors approves the transaction. Our board of directors may use these provisions to prevent changes in the management and control of our company. Also, under applicable Delaware law, our board of directors may adopt additional anti-takeover measures in the future. In addition, provisions of certain compensatory contracts with our management, such as equity award agreements, may have an anti-takeover effect by resulting in accelerated vesting of outstanding equity securities held by our executive officers. In particular, in the event of a change in control, the vesting of options we granted since July 2009 to our current executives will accelerate with respect to fifty percent of the then unvested shares on the day prior to the date of the change in control and, subject to the respective executive's continuous service, with respect to the remaining fifty percent of the then unvested shares on the one year anniversary of the date of the change in control. As a result, if an acquirer desired to retain the services of one or both of our current executives following an acquisition, it may be required to provide additional incentive to them, which could increase the cost of the acquisition to the acquirer and may deter or affect the terms of the potential acquisition.

In connection with a July 2005 private placement, we agreed with the investors in that transaction that we would not implement certain additional measures that would have an anti-takeover effect. As a result, under our amended and restated certificate of incorporation, we are prohibited from dividing our board of directors into classes and adopting or approving any rights plan, poison pill or other similar plan or device. A classified board of directors could serve to protect our stockholders against unfair treatment in takeover situations, by making it more difficult and time-consuming for a potential acquirer to take control of our board of directors. A company may also adopt a classified board of directors to ensure stability in the board of directors and thereby improve long-term planning, which may benefit stockholders. A poison pill or similar plan or device may encourage potential acquirers to discuss their intentions with the board of directors of a company and avoid the time, expense and distraction of a hostile take-over. Any benefit to us and our stockholders from instituting a classified board or adopting or approving a poison pill or similar plan or device in these and other circumstances is unavailable.

***Because we do not expect to pay dividends with respect to our common stock in the foreseeable future, you must rely on stock appreciation for any return on your investment.***

We have paid no cash dividends on any of our common stock to date, and we currently intend to retain our future earnings, if any, to fund the development and growth of our business. As a result, with respect to our common stock, we do not expect to pay any cash dividends in the foreseeable future, and payment of cash dividends, if any, will also depend on our financial condition, results of operations, capital requirements and other factors and will be at the discretion of our board of directors. Furthermore, we are subject to various laws and regulations that may restrict

our ability to pay dividends and we may in the future become subject to contractual restrictions on, or prohibitions against, the payment of dividends. Due to our intent to retain any future earnings rather than pay cash dividends on our common stock and applicable laws, regulations and contractual obligations that may restrict our ability to pay dividends on our common stock, the success of your investment in our common stock will likely depend entirely upon any future appreciation and there is no guarantee that our common stock will appreciate in value.

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**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus and the other materials we have filed or will file with the SEC contain forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical fact, are statements that could be deemed forward-looking statements, including, but not limited to, statements regarding our business strategy, expectations and plans regarding our product candidates, our objectives for future operations and our future financial position. When used in this prospectus or in the other materials we have filed or will file with the SEC, the words believe, may, could, will, estimate, continue, anticipate, intend, expect, indicate, seek, should or would and similar expressions are intended to identify forward-looking statements. Among the factors that could cause or contribute to material differences between our actual results and those indicated from the forward-looking statements are risks and uncertainties inherent in our business, including, but not limited to:

the extent to which we acquire new technologies, product candidates, products or businesses and our ability to integrate them, including the assets we recently acquired from SynthRx, Inc., successfully into our operations;

our ability, or that of a future partner, to successfully develop and obtain regulatory approval for our product candidates and, if approved, to successfully commercialize them in the U.S. and/or elsewhere;

our ability to obtain stockholder approval of the issuance of the up to 13,478,050 milestone-related shares in connection with our acquisition of SynthRx, Inc. on a timely basis, or at all, and our ability to pay cash in lieu of those milestone-related shares if our stockholders do not approve the issuance of those shares;

our ability to obtain stockholder approval to complete other product pipeline expansion transactions, if necessary, on a timely basis, or at all;

the potential that we may enter into a merger or other business combination whereby the stockholders who own the majority of our voting securities prior to the transaction own less than a majority after the transaction;

the potential that we may enter into one or more commercial partnerships or other strategic transactions relating to our product candidates, and the terms of any such transactions;

our ability to obtain additional funding to develop and commercialize our current product candidates and any product candidates or products we may acquire in the future, on a timely basis or on acceptable terms, or at all;

the extent to which we rebuild our workforce and our ability to attract and retain qualified personnel and manage growth;

delays in the commencement or completion of nonclinical testing, bioequivalence or clinical trials of or manufacturing, regulatory or launch activities related to our product candidates;

the success of future clinical or bioequivalence trials;

our ability to develop or acquire sales, marketing and distribution capabilities to commercialize any of our product candidates for which we obtain regulatory approval;

whether any of our product candidates for which we receive regulatory approval, if any, achieve broad market acceptance;

our ability to maintain our relationships with the single source manufacturers and suppliers for certain of our product candidates and their component materials and the ability of such manufacturers and suppliers to

successfully and consistently manufacture and supply, as applicable, our products and their component materials on a commercial scale, if we receive regulatory approval to commercialize our product candidates;

the satisfactory performance of third parties on whom we rely significantly to conduct our nonclinical testing and bioequivalence and clinical studies and other aspects of our development programs;

undesirable side effects that our product candidates may cause;

our ability to protect our intellectual rights with respect to our product candidates and proprietary technology;

claims against us for infringing the proprietary rights of third parties;

competition in the marketplace for our products, if any are approved;

healthcare reform measures and reimbursement policies that, if not favorable to our products, could hinder or prevent our products' commercial success;

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potential product liability exposure and, if successful claims are brought against us, liability for a product or product candidate; and

our ability to maintain compliance with NYSE Amex continued listing standards and maintain the listing of our common stock on the NYSE Amex or another national securities exchange.

Additional factors that could cause or contribute to such differences include, but are not limited to, those discussed in this prospectus, and in particular, the risks discussed under the heading **Risk Factors** and those discussed in other documents we file with the SEC and incorporate herein. Except as required by law, we do not intend to update these forward-looking statements publicly or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this prospectus and in the documents incorporated in this prospectus may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. Accordingly, readers are cautioned not to place undue reliance on such forward-looking statements.

**Table of Contents****USE OF PROCEEDS**

All shares of our common stock offered by this prospectus are being registered for the accounts of the selling stockholders. We will not receive any of the proceeds from the sale of these shares.

The selling stockholders will pay any underwriting discounts and commissions and expenses incurred by the selling stockholders for brokerage, accounting, tax or legal services or any other expenses incurred by the selling stockholders in disposing of the shares. We will bear all other costs, fees and expenses incurred in effecting the registration of the shares covered by this prospectus, including, without limitation, all registration and filing fees and fees and expenses of our counsel and our accountants.

**SELLING STOCKHOLDERS**

We are registering up to 16,278,901 shares of our common stock for resale, from time to time, by the selling stockholders identified below, which includes:

662,078 shares of our common stock issued to the selling stockholders pursuant to the terms of the Merger Agreement;

200,000 shares of common stock that are currently held in escrow to indemnify us against breaches of representations and warranties and may be released to the selling stockholders pursuant to the terms of the Merger Agreement;

1,938,773 shares of common stock issued to the selling stockholders, subject to a repurchase right in favor of our company that lapses upon the satisfaction of a performance milestone pursuant to the terms of the Merger Agreement; and

13,478,050 shares of common stock that may be issued to the selling stockholders, subject to approval by our stockholders on or before December 31, 2011 and the achievement of performance milestones pursuant to the terms of the Merger Agreement.

The selling stockholders may sell some, all or none of their shares. We do not know how long the selling stockholders will hold the shares offered under this prospectus before selling them, and we cannot advise you as to whether the selling stockholders will in fact sell any or all of the shares of common stock being offered hereunder. As discussed in this prospectus, the shares of common stock being offered hereunder by the selling stockholders other than Georgia Erbez and Scott-Macon Securities, Inc. are subject to voting and transfer restrictions as set forth in the Voting and Transfer Restriction Agreement. In addition, 13,478,050 of the shares being offered under this prospectus have not been issued as of the date of this prospectus and will be issued by us only if our stockholders approve the issuance of such shares on or before December 31, 2011 and the performance milestones set forth in the Merger Agreement and summarized in this prospectus are achieved.

The following table sets forth the name of each selling stockholder, the number of shares beneficially owned by such selling stockholder as of May 6, 2011, the total number of shares that may be offered under this prospectus by such selling stockholder, and the number of shares of our common stock and the percentage of our common stock to be owned by such selling stockholder after completion of this offering, assuming that all shares offered hereunder are sold by the selling stockholders. Except as otherwise disclosed in this prospectus (or as disclosed in any document incorporated by reference), none of the selling stockholders has, or within the past three years has had, any position, office or other material relationship with us. Other than the costs of preparing and providing this prospectus and a registration fee to the SEC, we are not paying any costs relating to the sales by the selling stockholders.

| Number of<br>Shares of<br><br>Common Stock | Number of<br>Shares of | Number of<br>Shares of<br>Common<br>Stock | Percentage of<br>Shares<br>of Common<br>Stock Owned<br>After this |
|--|------------------------|---|---|
|--|------------------------|---|---|



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|  | Beneficially<br>Owned<br>Prior to this<br>Offering <sup>(1)</sup> | Common Stock<br>Being<br>Offered | Beneficially<br>Owned<br>After this<br>Offering <sup>(2)</sup> | Offering <sup>(1)</sup> |
|--|---|----------------------------------|--|-------------------------|
| Selling Stockholder<br>Robert L. Hunter (3)<br>6431 Fannin Street, MSB 2.136<br>Houston, Texas 77030 | 310,706   | 7,639,523                        |  |                         |
| R. Martin Emanuele (4)<br>12390 El Camino Real, Suite 150<br>San Diego, California 92130             | 139,151   | 3,421,382                        |  |                         |

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|  | Number of               | Number of    | Number of               | Percentage of           |
|--|-------------------------|--------------|-------------------------|-------------------------|
|  | Shares of               |              | Shares of               |                         |
|  | Common Stock            | Common Stock | Common Stock            | of Common               |
|  | Beneficially            | Beneficially | Beneficially            | Stock Owned             |
|  | Owned                   | Owned        | Owned                   |                         |
|  |                         | Common Stock |                         |                         |
|  | Prior to this           | Being        | After this              | After this              |
|  | Offering <sup>(1)</sup> | Offered      | Offering <sup>(2)</sup> | Offering <sup>(1)</sup> |
| Selling Stockholder<br>CytRx Corporation (5)<br>11726 San Vincente Blvd., Suite 650<br>Los Angeles, California 90049 | 126,443                 | 3,108,927    |                         |                         |
| Mannarsamy Balasubramanian (6)<br>115 Hill Street<br>Roswell, Georgia 30075  | 56,550                  | 1,390,425    |                         |                         |
| Georgia Erbez (7)<br>1514 Elise Court<br>Walnut Creek, California 94596  | 67,722                  | 359,322      | 5,900                   | *                       |
| Scott-Macon Securities, Inc. (8)<br>800 Third Avenue, 16 <sup>th</sup> Floor<br>New York, New York 10022             | 61,822                  | 359,322      |                         |                         |

\* Represents less than one percent (1%).

- (1) The number of shares of common stock beneficially owned by each selling stockholder prior to this offering is based upon information provided to us by the selling stockholder. The percentage of common stock owned after the offering is based on 26,465,709 shares of our common stock outstanding as of May 6, 2011. Beneficial ownership is determined in accordance with Rule 13d-3(d) promulgated by the SEC under the Exchange Act. Unless otherwise noted, each person or group identified possesses sole voting and investment power with respect to the shares, subject to community property laws where applicable.
- (2) Assumes the sale of all shares of common stock registered pursuant to this prospectus, although, to our knowledge, none of the selling stockholders is under any obligation to sell any shares of common stock at this time.
- (3) The shares of common stock beneficially owned by and the total number of shares of common stock being offered by Dr. Hunter are subject to the voting and transfer restrictions set forth in the Voting and Transfer Restriction Agreement. The total number of shares of common stock being offered by Dr. Hunter includes: (i) 93,858 shares that are subject to and are currently held in escrow to indemnify us against breaches of representations and warranties pursuant to the terms of the Merger Agreement; (ii) 909,847 shares that are subject to a repurchase right in favor of our company that lapses upon the achievement of a performance milestone pursuant to the terms of the Merger Agreement; and (iii) 6,325,112 shares that may be issued to Dr. Hunter subject to the achievement of performance milestones pursuant to the terms of the Merger Agreement and the approval of our stockholders of the issuance of shares of common stock, in lieu of the payment of cash, to the former stockholders of SynthRx.

- (4) The shares of common stock beneficially owned by and the total number of shares of common stock being offered by Dr. Emanuele are subject to the voting and transfer restrictions set forth in the Voting and Transfer Restriction Agreement. The total number of shares of common stock being offered by Dr. Emanuele includes: (i) 42,035 shares that are subject to and are currently held in escrow to indemnify us against breaches of representations and warranties pursuant to the terms of the Merger Agreement; (ii) 407,477 shares that are subject to a repurchase right in favor of our company that lapses upon the achievement of a performance milestone pursuant to the terms of the Merger Agreement; and (iii) 2,832,719 shares that may be issued to Dr. Emanuele subject to the achievement of performance milestones pursuant to the terms of the Merger Agreement and the approval of our stockholders of the issuance of shares of common stock, in lieu of the payment of cash, to the former stockholders of SynthRx. Dr. Emanuele has been employed as our Senior Vice President, Development since April 27, 2011.
- (5) The shares of common stock beneficially owned by and the total number of shares of common stock being offered by CytRx Corporation are subject to the voting and transfer restrictions set forth in the Voting and Transfer Restriction Agreement. The total number of shares of common stock being offered by CytRx Corporation includes: (i) 38,196 shares that are subject to and are currently held in escrow to indemnify us against breaches of representations and warranties pursuant to the terms of the Merger Agreement; (ii) 370,265 shares that are subject to a repurchase right in favor of our company that lapses upon the achievement of a performance milestone pursuant to the terms of the Merger Agreement; and (iii) 2,574,023 shares that may be issued to CytRx Corporation subject to the achievement of performance milestones pursuant to the terms of the Merger Agreement and the approval of our stockholders of the issuance of shares of common stock, in lieu of the payment of cash, to the former stockholders of SynthRx. Shared voting and dispositive power over the shares of common stock resides with the board of directors of CytRx Corporation. The board of directors of CytRx Corporation consists of Steven A. Kriegsman, Louis Ignarro, Ph.D., Max Link, Ph.D., Joseph Rubinfeld, Ph.D., Marvin R. Selter, Richard L. Wennekamp.

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- (6) The shares of common stock beneficially owned by and the total number of shares of common stock being offered by Dr. Balasubramanian are subject to the voting and transfer restrictions set forth in the Voting and Transfer Restriction Agreement. The total number of shares of common stock being offered by Dr. Balasubramanian includes: (i) 17,083 shares that are subject to and are currently held in escrow to indemnify us against breaches of representations and warranties pursuant to the terms of the Merger Agreement; (ii) 165,596 shares that are subject to a repurchase right in favor of our company that lapses upon the achievement of a performance milestone pursuant to the terms of the Merger Agreement; and (iii) 1,151,196 shares that may be issued to Dr. Balasubramanian subject to the achievement of performance milestones pursuant to the terms of the Merger Agreement and the approval of our stockholders of the issuance of shares of common stock, in lieu of the payment of cash, to the former stockholders of SynthRx.
- (7) The number of shares of common stock beneficially owned prior to this offering by Ms. Erbez includes: (i) 4,414 shares that are subject to and are currently held in escrow to indemnify us against breaches of representations and warranties pursuant to the terms of the Merger Agreement and (ii) 42,794 shares that are subject to a repurchase right in favor of our company that lapses upon the achievement of a performance milestone pursuant to the terms of the Merger Agreement. The total number of shares of common stock being offered herein by Ms. Erbez includes the shares described in (i) and (ii) above as well as (iii) 297,500 shares that may be issued to Ms. Erbez subject to the achievement of performance milestones pursuant to the terms of the Merger Agreement and the approval of our stockholders of the issuance of shares of common stock, in lieu of the payment of cash, to the former stockholders of SynthRx. Ms. Erbez is a registered broker with Liberty Tree Advisors, LLC, a member of the Financial Industry Regulatory Authority ( FINRA ).
- (8) The number of shares of common stock beneficially owned prior to this offering by Scott-Macon Securities, Inc. includes: (i) 4,414 shares that are subject to and are currently held in escrow to indemnify us against breaches of representations and warranties pursuant to the terms of the Merger Agreement and (ii) 42,794 shares that are subject to a repurchase right in favor of our company that lapses upon the achievement of a performance milestone pursuant to the terms of the Merger Agreement. The total number of shares of common stock being offered herein by Scott-Macon Securities, Inc. includes the shares described in (i) and (ii) above as well as (iii) 297,500 shares that may be issued to Scott-Macon Securities, Inc. subject to the achievement of performance milestones pursuant to the terms of the Merger Agreement and the approval of our stockholders of the issuance of shares of common stock, in lieu of the payment of cash, to the former stockholders of SynthRx. Scott-Macon Securities, Inc. is a wholly-owned subsidiary of Scott-Macon, Ltd. Voting and dispositive power over the shares of common stock resides with the board of directors of Scott-Macon, Ltd. The board of directors of Scott-Macon, Ltd. consists of Alfred Scott, Alexander Scott and Robert Dimmitt. Scott-Macon Securities, Inc. is a member of FINRA.

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**PLAN OF DISTRIBUTION**

The selling stockholders and any of their pledgees, assignees and successors-in-interest may, from time to time, sell any or all of the shares of common stock on any stock exchange, market or trading facility on which the shares are traded or in private transactions. These sales may be at fixed or negotiated prices. The selling stockholders may use any one or more of the following methods when selling shares:

ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;

block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;

purchases by a broker-dealer as principal and resale by the broker-dealer for its account;

an exchange distribution in accordance with the rules of the applicable exchange;

privately negotiated transactions;

settlement of short sales;

broker-dealers may agree with the selling stockholders to sell a specified number of such shares at a stipulated price per share;

a combination of any such methods of sale;

through the writing or settlement of options or other hedging transactions, whether through an options exchange or otherwise; or

any other method permitted pursuant to applicable law.

The selling stockholders may also sell shares under Rule 144 under the Securities Act, if available, rather than under this prospectus.

Broker-dealers engaged by the selling stockholders may arrange for other brokers-dealers to participate in sales. Broker-dealers may receive commissions or discounts from the selling stockholders (or, if any broker-dealer acts as agent for the purchaser of shares, from the purchaser) in amounts to be negotiated. The selling stockholders do not expect these commissions and discounts relating to their sales of shares to exceed what is customary in the types of transactions involved.

In connection with the sale of our common stock or interests therein, the selling stockholders may enter into hedging transactions with broker-dealers or other financial institutions, which may in turn engage in short sales of the common stock in the course of hedging the positions they assume. The selling stockholders may also sell shares of our common stock short and deliver these securities to close out its short positions, or loan or pledge the common stock to broker-dealers that in turn may sell these securities. The selling stockholders may also enter into option or other transactions with broker-dealers or other financial institutions or the creation of one or more derivative securities which require the delivery to such broker-dealer or other financial institution of shares offered by this prospectus, which shares such broker-dealer or other financial institution may resell pursuant to this prospectus (as supplemented or amended to reflect such transaction).

The shares will be sold only through registered or licensed brokers or dealers if required under applicable state securities laws. In addition, in certain states, the shares may not be sold unless they have been registered or qualified for sale in the applicable state or an exemption from the registration or qualification requirement is available and is complied with.

Under applicable rules and regulations under the Securities Exchange Act of 1934, as amended (the Exchange Act), any person engaged in the distribution of the resale shares may not simultaneously engage in market making

activities with respect to our common stock for a period of two business days prior to the commencement of the distribution. In addition, the selling stockholders will be subject to applicable provisions of the Exchange Act and the rules and regulations thereunder, including Regulation M, which may limit the timing of purchases and sales of shares of our common stock by the selling stockholders or any other person. We will make copies of this prospectus available to the selling stockholders and have informed the selling stockholders of the need to deliver a copy of this prospectus to each purchaser at or prior to the time of the sale.

We will not receive any proceeds from the sale of the shares by the selling stockholders.

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**LEGAL MATTERS**

DLA Piper LLP (US), San Diego, California has passed upon the validity of the common stock on behalf of the Company.

**EXPERTS**

The consolidated financial statements of ADVENTRX Pharmaceuticals, Inc. as of December 31, 2010 and 2009, and the related consolidated statements of operations, stockholders' equity (deficit) and comprehensive loss and cash flows for the years then ended and for the period from January 1, 2002 through December 31, 2010 are incorporated by reference herein and in the registration statement in reliance upon the report of J.H. Cohn LLP, an independent registered public accounting firm, given on the authority of said firm as experts in accounting and auditing.

No expert or counsel named in this prospectus as having prepared or certified any part of this prospectus or having given an opinion upon the validity of the securities being registered or upon other legal matters in connection with the registration or offering of the common stock was employed on a contingency basis, or had, or is to receive, in connection with the offering, a substantial interest, direct or indirect, in the registrant or any of its parents or subsidiaries. Nor was any such person connected with the registrant or any of its parents or subsidiaries as a promoter, managing or principal underwriter, voting trustee, director, officer, or employee.

**WHERE YOU CAN FIND MORE INFORMATION**

We post on our public website ([www.adventrx.com](http://www.adventrx.com)) our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after we electronically file such material with, or furnish it to the SEC. Our website and the information contained on that site, or connected to that site, are not incorporated into and are not a part of this prospectus.

You may read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet site that contains reports, proxy and information statements, and other information regarding us at [www.sec.gov](http://www.sec.gov).

***You should rely only on the information contained in this prospectus or to which we have referred you. We have not authorized any person to provide you with different information or to make any representation not contained in this prospectus.***

**DOCUMENTS INCORPORATED BY REFERENCE**

The SEC allows us to incorporate by reference the information contained in documents that we file with them. This means that we can disclose important information to you by referring you to those documents and that the information in this prospectus is not complete. You should read the information incorporated by reference for more detail.

We are incorporating by reference into this prospectus the documents listed below (excluding any information furnished under Items 2.02 or 7.01 in any Current Report on Form 8-K). Any reports filed by us with the SEC after the date of this prospectus and before the date that the offering of the securities by means of this prospectus is terminated will automatically update and, where applicable, supersede any information contained in this prospectus or incorporated by reference in this prospectus. Accordingly, we incorporate by reference into this prospectus the documents listed below:

Our Annual Report on Form 10-K for the year ended December 31, 2010 filed with the SEC on March 10, 2011 (File No. 001-32157-11679095);

Our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2011 filed with the SEC on May 9, 2011 (File No. 001-32157-11823538);

Our Current Reports on Form 8-K filed with the SEC on January 6, 2011 (File No. 001-32157-11512917), January 7, 2011 (File No. 001-32157-11515655), January 7, 2011 (File No. 001-32157-11515695), January 19, 2011 (File No. 001-32157-11536324), February 14, 2011 (File No. 001-32157-11604349),

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February 15, 2011 (File No. 001-32157-11613491), March 22, 2011 (File No. 001-32157-11704394), April 11, 2011 (File No. 001-32157-11752769), May 9, 2011 (File No. 001-32157-11823649); and May 13, 2011 (File No. 001-32157-11837895);



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The description of our common stock contained in our registration statement on Form 8-A filed with the SEC on April 27, 2004; and

All documents filed by us with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus and before the termination of this offering and also between the date of filing of the initial registration statement and prior to effectiveness of the registration statement.

We will provide each person, including any beneficial owner, to whom a prospectus is delivered, a copy of any or all of the information that has been incorporated by reference into this prospectus but not delivered with this prospectus upon written or oral request at no cost to the requester. Requests should be directed to: ADVENTRX Pharmaceuticals, Inc., 12390 El Camino Real, Suite 150, San Diego, California 92130, Attn: Investor Relations, telephone: (858) 552-0866. Copies of any of these documents may also be obtained free of charge through our website at [www.adventrx.com](http://www.adventrx.com).

This prospectus is part of a registration statement on Form S-3 that we filed with the SEC. That registration statement contains more information than this prospectus regarding us and our common stock, including certain exhibits and schedules. You can obtain a copy of the registration statement from the SEC at the address listed above or from the SEC's Internet website.

Any statement contained in a document incorporated or deemed to be incorporated by reference into this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or any other subsequently filed document that is deemed to be incorporated by reference into this prospectus modifies or supersedes the statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

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**16,278,901 Shares  
ADVENTRX Pharmaceuticals, Inc.  
Common Stock, Par Value \$0.001 Per Share**

**PROSPECTUS**

\_\_\_\_\_, 2011

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**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 14. Other Expenses of Issuance and Distribution**

The following table sets forth the costs and expenses payable by us in connection with the issuance and distribution of the securities being registered (all amounts are estimates except the SEC filing fee):

|                                    | <b>Amount to be<br/>paid</b> |
|------------------------------------|------------------------------|
| SEC registration fee               | \$ 4,858                     |
| Legal fees and expenses            | 15,000                       |
| Accounting fees and expenses       | 7,000                        |
| Printing expenses                  | 10,000                       |
| Transfer agent's fees and expenses | 5,000                        |
| Miscellaneous                      | 3,142                        |
| <b>Total:</b>                      | <b>\$ 45,000</b>             |

**Item 15. Indemnification of Directors and Officers**

Section 145 of the Delaware General Corporation Law authorizes a corporation to indemnify its directors and officers against liabilities arising out of actions, suits and proceedings to which they are made or threatened to be made a party by reason of the fact of their prior or current service to the Company as a director or officer, in accordance with the provisions of Section 145, which are sufficiently broad to permit indemnification under certain circumstances for liabilities arising under the Securities Act of 1933, as amended (the "Securities Act"). The indemnity may cover expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by the director or officer in connection with any such action, suit or proceeding. Section 145 permits corporations to pay expenses (including attorneys' fees) incurred by directors and officers in advance of the final disposition of such action, suit or proceeding. In addition, Section 145 provides that a corporation has the power to purchase and maintain insurance on behalf of its directors and officers against any liability asserted against them and incurred by them in their capacity as a director or officer, or arising out of their status as such, whether or not the corporation would have the power to indemnify the director or officer against such liability under Section 145.

Our amended and restated certificate of incorporation provides that, to the fullest extent permitted by the Delaware General Corporation Law, (a) a director shall not be personally liable to ADVENTRX or its stockholders for monetary damages for breach of fiduciary duty as a director, and (b) we shall indemnify any director or officer made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact of such person's current or prior service as a director or officer of ADVENTRX, any predecessor of ADVENTRX or any other enterprise per ADVENTRX's or any predecessor to ADVENTRX's request.

Our amended and restated bylaws provide that (a) we shall indemnify our directors and officers to the maximum extent and in the manner permitted by the Delaware General Corporation Law against expenses (including attorneys' fees), judgments, fines, ERISA excise taxes, settlements and other amounts actually and reasonably incurred in connection with any proceeding, whether civil, criminal, administrative or investigative, arising by reason of the fact that such person is or was an agent of the corporation, subject to certain limited exceptions, (b) we shall advance expenses incurred by any director or officer prior to the final disposition of any proceeding to which the director or officer was or is or is threatened to be made a party promptly following a request therefore, subject to certain limited exceptions, and (c) the rights conferred in our bylaws are not exclusive.

We have entered into indemnification agreements with each of our directors and executive officers to give such directors and officers additional contractual assurances regarding the scope of the indemnification set forth in our certificate of incorporation and bylaws and to provide additional procedural protections. These agreements, among other things, provide that we will indemnify our directors and executive officers for expenses (including attorneys' fees), judgments, fines, penalties and amounts paid in settlement (including all interest, assessments and other charges paid or payable in connection therewith) actually and reasonably incurred by a director or executive officer in

connection with any action or proceeding to which such person was, is or is threatened to be made a party, a witness or other participant by reason of such person's services as a director or executive officer of ADVENTRX, any of ADVENTRX's subsidiaries or any other company or enterprise to which the person provides services at ADVENTRX's request, and any federal, state, local or foreign taxes imposed on the director or executive officer as a result of the actual or deemed receipt of any payments under the indemnification agreements.

In addition, the indemnification agreements provide that, upon the request of a director or executive officer, we shall advance expenses (including attorneys' fees) to the director or officer. We intend to enter into indemnification agreements with any new directors and executive officers in the future.

We have also obtained an insurance policy covering our directors and officers with respect to certain liabilities, including liabilities arising under the Securities Act.

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**Item 16. Exhibits**

A list of exhibits filed herewith is contained in the exhibit index that immediately precedes such exhibits and is incorporated herein by reference.

**Item 17. Undertakings**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(i) If the registrant is relying on Rule 430B:

(A) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

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- (B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date; or
- (ii) If the registrant is subject to Rule 430C, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.
- (b) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act, (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act, and is therefore unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by a registrant of expenses incurred or paid by a director, officer or controlling person of such registrant in the successful defense of any action suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California on May 13, 2011.

ADVENTRX PHARMACEUTICALS, INC.

By: /s/ Patrick L. Keran  
Patrick L. Keran  
President and Chief Operating Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Brian M. Culley and Patrick L. Keran, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agent, with full power of each to act alone, with full powers of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments and any related registration statements filed pursuant to Rule 462 and otherwise), and to file the same with all exhibits thereto, and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents, and full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming that all said attorneys-in-fact and agents, or any of them or their substitute or resubstitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                               | <b>Title</b>   | <b>Date</b>  |
|--|--|--------------|
| /s/ Brian M. Culley<br>Brian M. Culley         | Chief Executive Officer<br>(Principal Executive Officer)               | May 13, 2011 |
| /s/ Patrick L. Keran<br>Patrick L. Keran       | President and Chief Operating Officer<br>(Principal Financial Officer) | May 13, 2011 |
| /s/ Brandi L. Roberts<br>Brandi L. Roberts     | Vice President, Finance<br>(Principal Accounting Officer)              | May 13, 2011 |
| /s/ Jack Lief<br>Jack Lief                     | Chair of the Board   | May 13, 2011 |
| /s/ Michael M. Goldberg<br>Michael M. Goldberg | Director   | May 13, 2011 |
| /s/ Mark J. Pykett<br>Mark J. Pykett           | Director   | May 13, 2011 |

Mark J. Pykett

/s/ Eric K. Rowinsky

Director

May 13, 2011

Eric K. Rowinsky

/s/ Lewis J. Shuster

Director

May 13, 2011

Lewis J. Shuster

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**EXHIBIT INDEX**

**Exhibit Index**

| Exhibit   | Description  |
|-----------|--|
| 2.1 (1)   | Agreement and Plan of Merger, dated April 7, 2006, among the registrant, Speed Acquisition, Inc., SD Pharmaceuticals, Inc. and certain individuals named therein (including exhibits thereto)  |
| 2.2 (2)   | Agreement and Plan of Merger, dated February 12, 2011, by and among the registrant, SRX Acquisition Corporation, SynthRx, Inc. and, solely with respect to Sections 2 and 8, the Stockholders Agent.*                                |
| 3.1 (3)   | Amended and Restated Certificate of Incorporation of the registrant  |
| 3.2 (4)   | Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the registrant dated October 5, 2009  |
| 3.3 (5)   | Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the registrant, dated April 23, 2010  |
| 3.4 (6)   | Certificate of Designation of Preferences, Rights and Limitations of 0% Series A Convertible Preferred Stock   |
| 3.5 (7)   | Certificate of Designation of Preferences, Rights and Limitations of 5% Series B Convertible Preferred Stock   |
| 3.6 (8)   | Certificate of Designation of Preferences, Rights and Limitations of 5% Series C Convertible Preferred Stock   |
| 3.7 (9)   | Certificate of Designation of Preferences, Rights and Limitations of 4.25660% Series D Convertible Preferred Stock   |
| 3.8 (10)  | Certificate of Designation of Preferences, Rights and Limitations of 3.73344597664961% Series E Convertible Preferred Stock  |
| 3.9 (11)  | Certificate of Designation of Preferences, Rights and Limitations of 2.19446320054018% Series F Convertible Preferred Stock  |
| 3.10 (12) | Amended and Restated Bylaws of the registrant (formerly known as Biokeys Pharmaceuticals, Inc.)  |
| 5.1       | Opinion of DLA Piper LLP (US)**  |
| 10.1 (2)  | Stockholders Voting and Transfer Restriction Agreement, dated February 12, 2011, by and among the registrant, each of the principal stockholders of SynthRx, Inc. and, solely with respect to Section 3(c), the Stockholders Agent.* |
| 23.1      | Consent of J.H. Cohn LLP, Independent Registered Public Accounting Firm**  |
| 23.2      | Consent of DLA Piper LLP (US) (included in the opinion filed as Exhibit 5.1).  |

24.1 Power of Attorney (included in signature page)

\* Certain confidential portions of this exhibit were omitted by means of redacting a portion of the text. Application has been made to the SEC seeking confidential treatment of such confidential portions under Rule 24b-2 under the Securities Exchange Act of 1934, as amended. This exhibit has been filed separately with the SEC without redactions in connection with registrant's confidential treatment request.

\*\* Filed herewith.

- (1) Filed with the registrant's Amendment No. 1 to Current Report on Form 8-K/A on May 1, 2006 (SEC file number 001-32157-06796248).
- (2) Filed with the registrant's Current Report on Form 8-K on April 11, 2011 (SEC file number 001-32157-11752769).
- (3) Filed with the registrant's Annual Report on Form 10-K on March 16, 2006 (SEC file number 001-32157-06693266).
- (4) Filed with the registrant's Current Report on Form 8-K on October 13, 2009 (SEC file number 001-32157-091115090).
- (5) Filed with the registrant's Current Report on Form 8-K on April 26, 2010 (SEC file number 001-32157-10769058).
- (6) Filed with the registrant's Current Report on Form 8-K on June 8, 2009 (SEC file number 001-32157-09878961).
- (7) Filed with the registrant's Current Report on Form 8-K on June 30, 2009 (SEC file number 001-32157-09917820).
- (8) Filed with the registrant's Current Report on Form 8-K on August 5, 2009 (SEC file number 001-32157-09989205).
- (9) Filed with the registrant's Amendment No. 3 to the Registration Statement on Form S-1 on October 5, 2009 (SEC file number 333-160778-091107945).
- (10) Filed with the registrant's Current Report on Form 8-K on January 4, 2010 (SEC file number 001-32157-10500379).
- (11) Filed with the registrant's Current Report on Form 8-K on May 3, 2010 (SEC file number 001-32157-10790486).
- (12) Filed with the registrant's Current Report on Form 8-K on December 15, 2008 (SEC file number 001-32157-081249921).