

PRO PHARMACEUTICALS INC  
Form 8-K  
February 10, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

February 10, 2011

Date of Report (Date of earliest event reported)

**PRO-PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

NEVADA  
(State or other jurisdiction)

000-32877  
(Commission)

04-3562325  
(IRS Employer)

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(State of incorporation)

(File Number)  
7 WELLS AVENUE

(Identification No.)

NEWTON, MASSACHUSETTS

02459

(Address of principal executive offices) (Zip Code)

(617) 559-0033

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02. Results of Operations and Financial Condition.**

On February 10, 2011, Pro-Pharmaceuticals, Inc. (the Company ) issued a news release announcing that the Company has received the final tranche of \$234,000 of its federal grant funding under the Qualifying Therapeutic Discovery Project and that its current cash position is approximately \$8.1 million.

**Item 7.01. Regulation FD Disclosure.**

The Company is hereby furnishing the news release, a copy of which is attached hereto as Exhibit 99.1, which may contain material non-public information, pursuant to Item 2.02 Results of Operations and Financial Condition and Item 7.01 Regulation FD Disclosure, which information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

(a) *Financial statements of businesses acquired.*

Not applicable.

(b) *Pro forma financial information.*

Not applicable

(c) *Shell company transactions.*

Not applicable.

(d) *Exhibits.*

**Exhibit**

| No.  | Description   |
|------|---|
| 99.1 | News release dated February 10, 2011 entitled Pro-Pharmaceuticals Receives Final Tranche of Funding From Federal Grant; Raises Cash Position To \$8 Million |

**SIGNATURES**

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

PRO-PHARMACEUTICALS, INC.

By: /s/ Anthony D. Squeglia  
Anthony D. Squeglia  
Chief Financial Officer

Date: February 10, 2011

EXHIBIT INDEX

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