

iBio, Inc.
Form 424B3
May 26, 2010
Filed Pursuant to Rule 424(b)(3)

File Number 333-162424

PROSPECTUS SUPPLEMENT NO. 5

Prospectus Supplement No. 5

to Prospectus dated October 21, 2009

IBIO, INC.

This Prospectus Supplement No. 5 supplements our Prospectus dated October 21, 2009, as supplemented by Prospectus Supplement No. 1 dated November 16, 2009, Prospectus Supplement No. 2 dated February 17, 2010, Prospectus Supplement No. 3 dated March 3, 2010 and Prospectus Supplement No. 4 dated April 6, 2010. The shares that are the subject of the Prospectus have been registered to permit their resale to the public by the selling stockholders named in the Prospectus. We are not selling any shares of common stock in this offering and therefore will not receive any proceeds from this offering, except upon the exercise of warrants.

Our common stock is quoted on the OTC Bulletin under the symbol IBPM.OB. On May 19, 2010, the closing price of our common stock on the OTC Bulletin Board was \$1.03.

This Prospectus Supplement includes the following attached item:

Quarterly Report on Form 10-Q for the three months ended March 31, 2010, as filed by us with the Commission on May 19, 2010.

YOU SHOULD READ THE PROSPECTUS, AS SUPPLEMENTED, INCLUDING THE RISK FACTORS THAT BEGIN ON PAGE 2 OF THE PROSPECTUS.

NEITHER THE U.S. SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS SUPPLEMENT IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus Supplement is May 19, 2010.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

FORM 10-Q

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

For the quarterly period ended March 31, 2010

OR

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

For the transition period from _____ to _____
Commission File Number 000-53125

iBio, Inc.

(Exact name of small business registrant in its charter)

Delaware

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

**9 Innovation Way, Suite 100,
Newark, DE**

*(Address of principal executive
offices)*

26-2797813

*(I.R.S. Employer Identification
No.)*

19711

(Zip Code)

(302) 355-0650

(Registrant's telephone number, including Area Code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities and Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes

No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted

Edgar Filing: iBio, Inc. - Form 424B3

pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The number of shares outstanding of each of the issuer's class of common stock, as of the latest practicable date:

<i>Class</i>	<i>Outstanding at May 14, 2010</i>
Common Stock, \$0.001 par value	28,272,655 Shares

2

iBio, Inc.
(Formerly iBioPharma, Inc.)
FORM 10-Q
For the Three and Nine Month Periods Ended March 31, 2010

INDEX

	Page
<u>Part I - FINANCIAL INFORMATION</u>	
<u>Item 1</u>	<u>Financial Statements (Unaudited):</u>
	<u>Condensed Balance Sheets</u> 5
	<u>Condensed Statements of Operations</u> 6
	<u>Condensed Statement of Stockholders' Equity</u> 7
	<u>Condensed Statements of Cash Flows</u> 8
	<u>Notes to Condensed Financial Statements</u> 9
<u>Item 2</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u> 18
<u>Item 3</u>	<u>Quantitative and Qualitative Disclosures About Market Risks</u> 23
<u>Item 4T</u>	<u>Controls and Procedures</u> 23
<u>Part II - OTHER INFORMATION</u>	
<u>Item 1</u>	<u>Legal Proceedings</u> 25
<u>Item 1A</u>	<u>Risk Factors</u> 25
<u>Item 2</u>	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u> 25
<u>Item 3</u>	<u>Defaults Upon Senior Securities</u> 25
<u>Item 5</u>	<u>Other Information</u> 26
<u>Item 6</u>	<u>Exhibits</u> 26
<u>Signatures</u>	27

Disclosure Regarding Forward-Looking Statements

Certain statements in this Quarterly Report on Form 10-Q may constitute forward-looking statements as defined in Section 27A of the Securities Act of 1933 (the Securities Act), Section 21E of the Securities Act of 1934 (the Exchange Act), the Private Securities Litigation Reform Act of 1995 (the PSLRA) or in releases made by the Securities and Exchange Commission, all as may be amended from time to time. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of iBio, Inc. or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Statements that are not historical fact are forward-looking statements. Forward-looking statements can be identified by, among other things, the use of forward-looking language, such as the words, plan , believe , expect , anticipate , intend , estimate , project , may , will , would , could , should , seeks , or scheduled to , or other similar words, or the negative of these terms or variations of these terms or comparable language, or by discussion of strategy or intentions. These cautionary statements are being made pursuant to the Securities Act, the Exchange Act and the PSLRA with the intention of obtaining the benefits of the safe harbor provisions of such laws.

iBio, Inc. (the Company) cautions investors that any forward-looking statements made by the Company are not guarantees or indicative of future performance. Important assumptions and other important factors that could cause actual results to differ materially from those forward-looking statements with respect to the Company, include, but are not limited to, the risks and uncertainties affecting its business described in Item 1 of the Company s Annual Report filed on Form 10-K for the year ended June 30, 2009 and in registration statements and other securities filings by the Company. Although the Company believes that its plans, intentions and expectations reflected in or suggested by such forward-looking statements are reasonable, actual results could differ materially from a projection or assumption in any of its forward-looking statements, which are subject to change and inherent risks and uncertainties.

The forward-looking statements contained in this Quarterly Report on Form 10-Q are made only as of the date hereof and the Company does not have or undertake any obligation to update or revise any forward-looking statements whether as a result of new information, subsequent events or otherwise, unless otherwise required by law.

PART I FINANCIAL INFORMATION**Item 1 FINANCIAL STATEMENTS**

iBio, Inc.
(Formerly iBioPharma, Inc.)
Condensed Balance Sheets

	March 31, 2010 (Unaudited)	June 30, 2009 (Note 2)
Assets		
Current assets:		
Cash	\$ 1,494,976	\$ 1,039,244
Accounts receivable	9,405	209,795
Prepaid expenses and other current assets	45,658	16,569
	<hr/>	<hr/>
Total current assets	1,550,039	1,265,608
Fixed assets, net	12,007	14,878
Intangible assets, net	3,914,759	3,649,878
	<hr/>	<hr/>
Total assets	<u>\$ 5,476,805</u>	<u>\$ 4,930,364</u>
Liabilities and Stockholders Equity		
Current liabilities:		
Accounts payable and accrued expenses	\$ 1,079,608	\$ 542,140
Derivative instrument liability (see Note 6)	799,204	
	<hr/>	<hr/>
Total liabilities	1,878,812	542,140
Commitments and contingencies		
Stockholders equity:		
Preferred stock, no par value, 5,000,000 shares authorized, no shares outstanding		
Common stock, \$0.001 par value, 50,000,000 shares authorized, 28,272,655 and 23,357,519 issued and outstanding as of March 31, 2010 and June 30, 2009, respectively	28,273	23,358
Additional paid-in capital	14,506,504	13,049,734
Accumulated deficit	(10,936,784)	(8,684,868)
	<hr/>	<hr/>
Total stockholders equity	3,597,993	4,388,224

iBio, Inc.
(Formerly iBioPharma, Inc.)
Condensed Statements of Operations
(Unaudited)

	<u>Three months ended March 31,</u>		<u>Nine months ended March 31,</u>	
	2010	2009	2010	2009
Sales	\$	\$ 326,886	\$	\$ 1,039,446
Cost of goods sold		166,400		497,099
Gross profit		<u>160,486</u>		<u>542,347</u>
Operating expenses:				
Research and development	1,055,986	83,100	1,414,370	714,300
General and administrative	536,657	405,082	1,507,647	1,276,872
Total operating expenses	<u>1,592,643</u>	<u>488,182</u>	<u>2,922,017</u>	<u>1,991,172</u>
Operating loss	<u>(1,592,643)</u>	<u>(327,696)</u>	<u>(2,922,017)</u>	<u>(1,448,825)</u>
Other income (expense):				
Interest income	3,189	3,309	11,206	18,189
Royalty income	4,160		17,114	
Change in the fair value of derivative instrument liability (see Note 6)	(58,385)		(599,815)	
Other income (expense)	<u>(51,036)</u>	<u>3,309</u>	<u>(571,495)</u>	<u>18,189</u>
Loss before income taxes	(1,643,679)	(324,387)	(3,493,512)	(1,430,636)
Income tax expense	600	100	1,800	1,478
Net loss	<u>\$ (1,644,279)</u>	<u>\$ (324,487)</u>	<u>\$ (3,495,312)</u>	<u>\$ (1,432,114)</u>
Net loss per common share - Basic and diluted	<u>\$ (0.06)</u>	<u>\$ (0.01)</u>	<u>\$ (0.13)</u>	<u>\$ (0.07)</u>
Weighted average common shares outstanding - Basic and diluted	<u>28,272,655</u>	<u>23,457,297</u>	<u>26,981,086</u>	<u>19,182,972</u>

The accompanying notes are an integral part of these
unaudited condensed financial statements

iBio, Inc.
(Formerly iBioPharma, Inc.)
Condensed Statement of Stockholders Equity
(Unaudited)

	<u>Preferred Stock</u>		<u>Common Stock</u>		Additional Paid-In Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount			
Balance, June 30, 2009		\$	23,357,519	\$ 23,358	\$ 13,049,734	\$ (8,684,868)	\$ 4,388,224
Cumulative effect of a change in accounting principle - Adoption of ASC 815-40 (see Note 6)					(1,442,785)	1,243,396	(199,389)
Issuance of common stock and warrants for cash at \$0.65 per unit, net of expenses			4,615,385	4,615	2,791,272		2,795,887