

ADVENTRX PHARMACEUTICALS INC
Form S-1MEF
October 06, 2009

As filed with the Securities and Exchange Commission on October 6, 2009
Registration No. 333-

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-1

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)*

2834

*(Primary Standard Industrial
Classification Code Number)*

84-1318182

*(I.R.S. Employer
Identification Number)*

6725 Mesa Ridge Road,

Suite 100,

San Diego, CA 92121

(858) 552-0866

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

Brian M. Culley

Principal Executive Officer

ADVENTRX Pharmaceuticals, Inc.

6725 Mesa Ridge Road, Suite 100

San Diego, CA 92121

Telephone: (858) 552-0866

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

With a Copy to:

Michael S. Kagnoff, Esq.
LA Piper LLP (US)
55 Executive Drive,
Suite 1100
San Diego, CA 92121
Telephone: (858) 677-1400
Facsimile: (858) 677-1401

Patrick L. Keran, Esq.
Principal Financial and Accounting Officer
and General Counsel
ADVENTRX Pharmaceuticals, Inc.
6725 Mesa Ridge Road, Suite 100
San Diego, CA 92121
Telephone: (858) 552-0866

Robert F. Charron,
Esq.
Weinstein Smith LLP
420 Lexington Ave
New York, NY 10170
Telephone: (212) 616-
3007
Facsimile: (212) 869-
2249

Harvey J. Keshner, Esq.
Sichenzia Ross Friedman Ference
61 Broadway, Suite 3200
New York, NY 10006
Telephone: (212) 930-9700
Facsimile: (212) 930-9725

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

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 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 post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective statement for the same offering

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

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered (1)	Proposed Maximum Aggregate Offering Price(2)(3)	Amount of Registration Fee(3)
Convertible Preferred Stock, par value \$0.001 per share(4)		
Shares of Common Stock, par value \$0.001 per share, underlying Convertible Preferred Stock		
Warrants(4)		
Shares of Common Stock, par value \$0.001 per share, underlying Warrants		
Total	\$1,283,000	\$71.59

(1) Any securities registered hereunder may be sold separately or together with other securities registered hereunder.

(2) Does not include \$10,000,000 in securities previously registered pursuant to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-160778) declared effective October 6, 2009,

for which the registration fee has previously been paid.

- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act. Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act), the shares being registered hereunder include such indeterminate number of shares of common stock as may be issuable with respect to the shares being registered hereunder as a result of stock splits, stock dividends, anti-dilution provisions, or similar transactions. No additional registration fee is being paid for these shares.
- (4) Pursuant to Rule 457(g) under the Securities Act, no separate registration fee is required for the convertible preferred stock or the warrants

because the Registrant is registering these securities in the same Registration Statement as the underlying common stock to be offered pursuant thereto.

This Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The Registration Statement is being filed with the Securities and Exchange Commission (the Commission) pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the sole purpose of registering additional securities of the same class as were included in our Registration Statement on Form S-1, as amended, File No. 333-160778, declared effective October 6, 2009. The contents of such Registration Statement, including the exhibits thereto, are hereby incorporated by reference.

CERTIFICATION

The Registrant hereby certifies to the Commission that it has instructed its bank to pay the Commission the filing fee of \$71.59 for the additional securities being registered hereby as soon as practicable (but in any event no later than the close of business on October 6, 2009); that it will not revoke such instructions; and that it has sufficient funds in such account to cover the amount of such filing fee.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of San Diego, State of California, on October 6, 2009.

ADVENTRX PHARMACEUTICALS, INC.

By: /s/ Brian M. Culley
 Brian M. Culley
 Chief Business Officer and Senior Vice
 President

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.

Signature	Title	Date
/s/ Brian M. Culley	Chief Business Officer and Senior Vice President (Principal Executive Officer)	October 6, 2009
Brian M. Culley		
/s/ Patrick L. Keran	General Counsel, Secretary and Vice President, Legal (Principal Financial and Accounting Officer)	October 6, 2009
Patrick L. Keran		
*	Chair of the Board	October 6, 2009
Jack Lief		
*	Director	October 6, 2009
Alexander J. Denner		
*	Director	October 6, 2009
Michael M. Goldberg		
*	Director	October 6, 2009

Mark J. Pykett

Signature

Title

Date

*

Director

October 6, 2009

Eric K. Rowinsky

*By: /s/ Brian M. Culley

Brian M. Culley, Attorney-in-Fact

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of DLA Piper LLP (US)
23.1	Consent of J.H. Cohn LLP, independent registered public accounting firm
23.2	Consent of DLA Piper LLP (US) (included in Exhibit 5.1)
*24.1	Power of Attorney (included on signature page)

* Previously filed
with the
Registrant s
registration
statement on
Form S-1 (File
No. 333-160778).