

**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**

Date of Report (Date of earliest event reported): October 5, 2009

ADVENTRX Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-32157
(Commission File Number)

84-1318182
(IRS Employer Identification No.)

**6725 Mesa Ridge Road, Suite 100
San Diego, CA 92121**
(Address of principal executive offices and zip code)

Not applicable
(Former name or former address if changed since last report)

Registrant's telephone number, including area code: **(858) 552-0866**

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:

- 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))
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TABLE OF CONTENTS

[Item 1.01 Entry into a Material Definitive Agreement.](#)

[Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.](#)

[Item 9.01 Financial Statements and Exhibits.](#)

[SIGNATURE](#)

[Exhibit Index](#)

[EX-3.1](#)

[EX-99.1](#)

Item 1.01 Entry into a Material Definitive Agreement.

On September 29, 2009, ADVENTRX Pharmaceuticals, Inc. (the “Company”) entered into an engagement letter agreement with Rodman & Renshaw, LLC (the “Placement Agent”), pursuant to which the Placement Agent agreed to serve as exclusive placement agent for the Company on a best efforts basis in connection with a proposed offering by the Company of its securities.

On October 6, 2009, the Company entered into a securities purchase agreement with investors, pursuant to which the Company agreed to sell an aggregate of 11,283 shares of its 4.25660% Series D Convertible Preferred Stock (“convertible preferred stock”) and warrants to purchase up to an aggregate of 19,800,000 shares of its common stock (“warrants”). The convertible preferred stock and the warrants were offered in units, with each unit consisting of one share of convertible preferred stock and a warrant to purchase approximately 1,754.85 shares of common stock. The purchase price per unit is \$1,000. An aggregate of 79,800,000 shares of the Company’s common stock are issuable upon conversion of the convertible preferred stock and exercise of the warrants.

Subject to certain ownership limitations, the convertible preferred stock will be convertible at the option of the holder at any time into shares of our common stock at a conversion price of \$0.18805 per share, and will accrue a 4.25660% dividend until October 9, 2020. In the event the convertible preferred stock is converted at any time prior to October 9, 2020, the Company will pay the holder of the converted convertible preferred stock an amount equal to the total dividend that would accrue on such convertible preferred stock, \$468.23 per \$1,000 principal amount of convertible preferred stock converted less dividends paid with respect to such converted convertible preferred stock before the relevant conversion date. The conversion price of the convertible preferred stock will be subject to adjustment in the case of stock splits, stock dividends, combinations of shares and similar recapitalization transactions. The convertible preferred stock will be subject to automatic conversion into shares of common stock upon the occurrence of a change in control of our company and we may become obligated to redeem the convertible preferred stock upon the occurrence of certain triggering events, including the material breach by us of certain contractual obligations to the holders of the convertible preferred stock, the occurrence of a change in control of our company, the occurrence of certain insolvency events relating to our company or the failure of our common stock to continue to be listed or quoted for trading on one or more specified United States securities exchanges.

Subject to certain ownership limitations, the warrants will be exercisable at any time after October 9, 2009 and on or before the fifth anniversary of their initial exercise date at an exercise price of \$0.1468 per share of common stock, which was the closing price of the Company’s common stock on the NYSE Amex on October 5, 2009. The exercise price of the warrants and, in some cases, the number of shares issuable upon exercise are subject to adjustment in the case of stock splits, stock dividends, combinations of shares and similar recapitalization transactions.

The securities purchase agreement and the certificate of designation authorizing the convertible preferred stock include certain agreements and covenants for the benefit of the holders of the convertible preferred stock, including restrictions on the Company’s ability to amend its certificate of incorporation and bylaws, pay cash dividends or distributions with respect to its common stock or other junior securities, repurchase shares of its common stock or other junior securities and a requirement to use its reasonable best efforts to maintain the listing of its common stock on one or more specified United States securities exchanges.

The convertible preferred stock, the warrants and the shares of common stock underlying the convertible preferred stock and warrants are being offered and will be issued and sold pursuant to the Company’s effective registration statement on Form S-1, as amended (File No. 333-160778) and the related prospectus supplement, filed with the Securities and Exchange Commission on October 6, 2009 pursuant to Rule 424(b) under the Securities Act of 1933, as amended, and the related registration statement on Form S-1 (file No. 333- 162361). The net proceeds to the Company from the offering, after deducting placement agent fees and its estimated offering expenses, are expected to be approximately \$10.4 million. The transaction is expected to close on October 9, 2009, subject to satisfaction of customary closing conditions. At the closing, 46.8%, or approximately \$5,283,000, of the gross proceeds will be placed in an escrow account with a third party, which amount will be released to make dividend payments and any make-whole payments payable to the holders of the convertible preferred stock.

Pursuant to the terms of the engagement letter agreement with the Placement Agent, assuming the sale of all of the shares of convertible preferred stock in the offering, the Company will pay the Placement Agent a fee equal to approximately \$676,980 (6.0% of the gross proceeds from the sale of the securities). In addition, the Company will

Table of Contents

issue to the Placement Agent warrants to purchase up to that number of shares of common stock equal to 6.0% of the number of shares of common stock underlying the convertible preferred stock sold in the offering. Assuming the sale of all of the shares of convertible preferred stock in the offering, the compensation warrants to the placement agent will be exercisable for up to 3,600,000 shares of the Company's common stock at an exercise price of \$0.1835 per share. Subject to certain ownership limitations, the warrants will be exercisable at any time after the six-month anniversary of their date of issuance and on or before the fifth anniversary of their initial exercise date. The exercise price of the warrants and, in some cases, the number of shares issuable upon exercise are subject to adjustment in the case of stock splits, stock dividends, combinations of shares and similar recapitalization transactions. The Placement Agent's warrants will include certain restrictions on transfer in accordance with FINRA regulations.

The description of the certificate of designation, the convertible preferred stock, the warrants and the engagement letter above are incorporated herein by reference and are subject to, and qualified in their entirety by, the exhibits filed with the Company's amendment to Registration Statement on Form S-1 on October 5, 2009 and incorporated herein by reference.

A copy of the press release announcing the registered direct public offering is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 5, 2009, the Company filed a Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company in order to increase the authorized shares of common stock from 200,000,000 to 500,000,000, with a corresponding increase in the total number of shares the Company is authorized to issue from 201,000,000 to 501,000,000. A copy of the Certificate of Amendment is filed as Exhibit 3.1 hereto and incorporated herein by reference.

On October 5, 2009, the Company filed a Certificate of Designation of Preferences, Rights and Limitations of 4.25660% Series D Convertible Preferred Stock with the Secretary of State of the State of Delaware. The description of the certificate of designation and the convertible preferred stock contained in Item 1.01 above are incorporated herein by reference and are subject to, and qualified in their entirety by, the certificate of designation filed with the Company's amendment to Registration Statement on Form S-1 on October 5, 2009 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The list of exhibits called for by this Item is incorporated by reference to the Exhibit Index filed with this report.

SIGNATURE

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.

ADVENTRX Pharmaceuticals, Inc.

Dated: October 7, 2009

By: /s/ Patrick L. Keran

Name: Patrick L. Keran

Title: General Counsel and Vice President, Legal

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation
99.1	Press Release, dated October 6, 2009

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ADVENTRX PHARMACEUTICALS, INC. ", FILED IN THIS OFFICE ON THE FIFTH DAY OF OCTOBER, A.D. 2009, AT 7:12 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



2558142 8100
090911362

/s/ Jeffrey W. Bullock

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 7567278

DATE: 10-06-09

You may verify this certificate online
at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:19 PM 10/05/2009
FILED 07:12 PM 10/05/2009
SRV 090911362 – 2558142 FILE

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ADVENTRX PHARMACEUTICALS, INC.**

Pursuant to Sections 228 and 242 of
the General Corporation Law of the
State of Delaware

ADVENTRX PHARMACEUTICALS, INC., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: That the Board of Directors of the Corporation has determined that it is in the best interests of the Corporation and its stockholders to increase the number of authorized shares of common stock from 200,000,000 to 500,000,000 shares, with a corresponding increase in the total number of shares which the Corporation is authorized to issue from 201,000,000 to 501,000,000. To this end, the Board of Directors has duly adopted resolutions (i) authorizing the Corporation to execute and file with the Secretary of State of the State of Delaware an amendment of the Corporation's Amended and Restated Certificate of Incorporation to issue and to increase the authorized number of shares of common stock, with a corresponding increase in the total number of shares authorized; and (ii) declaring such amendment to be advisable for the Corporation and its stockholders.

SECOND: That the stockholders of the Corporation have authorized and approved the amendment in accordance with Section 216 of the Delaware General Corporation Law.

THIRD: That the amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law by the Board of Directors and stockholders of the Corporation.

FOURTH: That the capital of the Corporation shall not be reduced under or by reason of said amendment.

FIFTH: That upon the effectiveness of this Certificate of Amendment to the Amended and Restated Certificate of Incorporation, Section (A) of Article IV of the Amended and Restated Certificate of Incorporation shall be amended such that, as amended, said section shall read in its entirety as follows:

"(A) Classes of Stock. The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is Five Hundred One Million shares (501,000,000), each with a par value of \$0.001 per share. Five Hundred Million (500,000,000) shares shall be Common Stock, and One Million (1,000,000) shares shall be Preferred Stock."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Amended and Restated Certificate of Incorporation to be executed by Brian M. Culley, its Chief Business Officer and Senior Vice President, this 5th day of October, 2009.

ADVENTRX PHARMACEUTICALS, INC.

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



ADVENTRX PHARMACEUTICALS ANNOUNCES FINANCING

SAN DIEGO — October 6, 2009 — ADVENTRX Pharmaceuticals, Inc. (NYSE Amex: ANX) announced today that it has obtained commitments to purchase shares of its Series D convertible preferred stock pursuant to a registered direct offering to institutional investors, representing gross proceeds to ADVENTRX of approximately \$11.3 million. ADVENTRX plans to use the net proceeds from the offering to fund its operations during the FDA review period of an ANX-530 NDA and to continue development of ANX-514, and for general corporate purposes.

The preferred stock is convertible into shares of ADVENTRX's common stock at the option of the investors at a conversion price of \$0.18805 per share and will accrue a 4.25660% cumulative dividend until October 9, 2020. If the convertible preferred stock is converted at any time prior to October 9, 2020, ADVENTRX will pay the holder an amount equal to the total dividend that would accrue on the convertible preferred stock from the conversion date through October 9, 2020, or \$468.23 per \$1,000 stated value of preferred stock converted, less any dividend payments made with respect to the converted preferred stock. Approximately \$5,283,000, of the gross proceeds will be placed in an escrow account, which amounts will be released to make the dividend and other payments described above. The investors also will receive warrants to purchase an aggregate of 19,800,000 shares of ADVENTRX's common stock. The warrants will have an exercise price of \$0.1468 per share and are exercisable at any time after the closing of the transaction and before the five-year anniversary of the initial exercise date. The closing of the offering is expected to take place on or before October 9, 2009, subject to the satisfaction of customary closing conditions.

The convertible preferred stock and warrants are being offered by ADVENTRX pursuant to an effective registration statement on Form S-1 filed with the Securities and Exchange Commission ("SEC"). A prospectus relating to the offering will be filed with the SEC. Rodman & Renshaw, LLC, a wholly owned subsidiary of Rodman & Renshaw Capital Group, Inc. (NasdaqGM: RODM), acted as the exclusive placement agent for the transaction.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. The securities may only be offered by means of a prospectus. Copies of the prospectus can be obtained directly from Rodman & Renshaw, LLC at 1251 Avenue of the Americas, 20th Floor, New York, NY 10020, or from the SEC's website at www.sec.gov.

About ADVENTRX Pharmaceuticals

ADVENTRX Pharmaceuticals is a specialty pharmaceutical company whose product candidates are designed to improve the safety of existing cancer treatments. More information can be found on the Company's web site at www.adventrx.com.

Forward Looking Statement

ADVENTRX cautions you that statements included in this press release that are not a description of historical facts are forward-looking statements that involve risks and assumptions that, if they materialize or do not prove to be accurate, could cause ADVENTRX's results to differ materially from historical results or those expressed or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to: the risk that ADVENTRX fails to submit an ANX-530 NDA, whether by December 31, 2009 or at all; the risk the FDA will determine that ANX-530 and Navelbine® are not bioequivalent or for the FDA to require additional preclinical work and/or clinical activities to support the submission or approval of an ANX-530 NDA; difficulties or delays in manufacturing, obtaining regulatory approval for and marketing ANX-530, including validating commercial manufacturers and suppliers; the risk that ADVENTRX's common stock will be delisted by the NYSE Amex, including as a result of failing to comply with applicable stockholder approval requirements or failing to maintain sufficient stockholders' equity or a sufficient stock price; the risk that the provisions of Delaware General Corporation Law will prohibit ADVENTRX from making the cumulative dividend and

other payments due its Series D convertible preferred stock (or to the holders thereof), which may be a breach of its certificate of incorporation or other contractual obligations and expose ADVENTRX to corresponding liability; the risk that ADVENTRX will be unable to raise sufficient additional capital to commercialize ANX-530 or to continue the development of ANX-514; the risk that the performance of third parties on whom ADVENTRX relies to conduct its studies or evaluate the data may be substandard, or they may fail to perform as expected; and other risks and uncertainties more fully described in ADVENTRX's press releases and in the prospectus relating to this offering, which will be filed with the Securities and Exchange Commission. ADVENTRX's public filings with the Securities and Exchange Commission are available at www.sec.gov.

You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date when made. ADVENTRX does not intend to update any forward-looking statement as set forth in this press release to reflect events or circumstances arising after the date on which it was made.

Company Contact:
ADVENTRX Pharmaceuticals
Brian Culley, Principal Executive Officer
858-552-0866

Investor Contact:
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Don Markley (dmarkley@lhai.com)
310-691-7100

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