



**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) **July 12, 2006**

**ADVENTRX Pharmaceuticals, Inc.**

(Exact name of registrant as specified in its charter)

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

**1-15803**  
(Commission File Number)

**84-1318182**  
(IRS Employer  
Identification No.)

**6725 Mesa Ridge Road, Suite 100  
San Diego, California 92121**  
(Address of principal executive offices) (Zip Code)

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

**N/A**  
(Former name or former address, if changed since last report)

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 8.01 Other Events.](#)

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

[SIGNATURES](#)

[Exhibit Index](#)

[EXHIBIT 99.1](#)

[EXHIBIT 99.2](#)

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## [Table of Contents](#)

### **Item 8.01 Other Events.**

On July 12, 2006, ADVENTRX Pharmaceuticals, Inc. (the "Company") notified holders of certain of its outstanding redeemable warrants (the "Warrants") to purchase shares of the Company's common stock, par value \$0.001 per share (the "Common Stock"), that the Company will redeem the Warrants on Thursday, July 21, 2006, unless holders of such Warrants exercise the Warrants to purchase the underlying share of Common Stock by the close of business on July 21, 2006.

The Warrants may be redeemed if the average closing price of the Common Stock for 20 consecutive trading days prior to the date of the Company's notice of redemption is at least \$4.75 per share. The average closing price for the shares of the Common Stock for the 20 consecutive trading day period ended April 26, 2006 was \$4.93.

There are currently (i) 36 holders of Warrants to purchase an aggregate of 1,319,795 shares of Common Stock exercisable for \$2.375 per share (the "A-2 Warrants").

In the event all of the Warrants are fully exercised, the Company will issue an aggregate of 1,319,795 shares and will receive aggregate proceeds of \$3,134,513. In the event the Company redeems all of the Warrants, the Company will expend a total of \$1,320. The Company anticipates using the proceeds from the exercise of Warrants for research and development and clinical trials, and for general corporate purposes.

Pursuant to the terms of an agreement we entered into with Burnham Hill Partners, a division of Pali Capital, Inc., in March 2004, we are obligated to pay a 4% cash commission on each cash exercise of warrants issued in a financing that we consummated in April 2004. In accordance with this obligation, we anticipate that in the event that all of the Warrants are fully exercised by July 21, 2006 we would owe Burnham Hill Partners approximately \$125,380.53. No other commission or other remuneration will be paid or given directly or indirectly in connection with these warrant exercises.

On July 12, 2006 the Company issued the press release attached to this report as Exhibit 99.1.

### **Item 9.01 Financial Statements And Exhibits.**

(c) Exhibits.

99.1 Notice of Redemption to holders of A-2 Warrants.

99.2 Press Release of the Company dated July 12, 2006

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**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.

**ADVENTRX Pharmaceuticals, Inc.**

July 12, 2006

By: /s/ Evan M. Levine

Name: Evan M. Levine

Title: President & CEO

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**Exhibit Index**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Notice of Redemption to holders of A-2 Warrants.
99.2	Press Release of the Company dated July 12, 2006

NOTICE OF REDEMPTION OF A-2 WARRANTS

July 12, 2006

**CONFIDENTIAL**

To: Certain Holders of A-2 Warrants to Purchase Common Stock of ADVENTRX Pharmaceuticals, Inc.

ADVENTRX Pharmaceuticals, Inc. (the "**Company**") hereby gives notice that the Company is redeeming all currently eligible outstanding A-2 Warrants to Purchase Shares of Common Stock of the Company with an exercise price of \$2.375 (the "**A-2 Warrants**"). The A-2 Warrants held by you are eligible for redemption.

Pursuant to Section 10 of the A-2 Warrants, the Company has elected July 21, 2006 as the redemption date for the A-2 Warrants (the "**Redemption Date**"). On the Redemption Date, (i) the Company shall pay you by certified check an amount equal to the product of (x) \$0.001 multiplied by (y) the number of \$2.375 Warrant Shares so redeemed; and (ii) you will be required to deliver the original copy of this Warrant marked "REDEEMED" to the Company.

To preserve your right to purchase shares of Common Stock under your A-2 Warrants, you must exercise these Warrants no later than the Redemption Date. If we do not timely receive your notice to exercise your A-2 Warrants, you will forfeit on the Redemption Date all of your rights to purchase shares of Common Stock pursuant to your A-2 Warrants.

Please note that in order to properly exercise your rights to purchase Common Stock under the A-2 Warrants, the Company, will need to receive from you: (a) the original \$2.50 Warrant, (b) a completed Notice of Exercise attached to your A-2 Warrants as Exhibit A, and (c) an amount equal to the product of (x) the Exercise Price of \$2.375 multiplied by (y) the total number of shares you wish to purchase pursuant to your A-2 Warrants by wire transfer or certified check payable to the order of the Company.

If you have any questions regarding its contents, please call the undersigned or Ioana C. Hone, Associate Director, Investor Relations, at (858) 552-0866.

Sincerely,

ADVENTRX Pharmaceuticals, Inc.

/s/ Evan M. Levine

Evan M. Levine  
President & Chief Executive Officer

**ADVENTRX ANNOUNCES REDEMPTION OF WARRANTS**

**SAN DIEGO — July 12, 2006**— ADVENTRX Pharmaceuticals, Inc. (Amex: ANX) announced today that having met certain trading conditions, it is in the process of redeeming certain of its outstanding redeemable Warrants to purchase Common Stock. In the event all of the Warrants are fully exercised, the Company will receive aggregate proceeds of \$3,134,513 and will issue an aggregate of 1,319,795 shares of Common Stock. The deadline for holders of the Warrants to exercise their rights to purchase the underlying shares of Common Stock is the close of business on July 21, 2006.

The Warrants are redeemable upon seven days written notice to the warrant holders and are exercisable for \$2.375 per share of Common Stock. A Redemption Notice will be sent to each warrant holder that provides instruction on how to exercise the Warrants and sets forth the date of redemption and the exercise deadline of the Warrants. The Company will redeem any Warrants that have not been exercised by the close of business on July 21, 2006 at the redemption price of \$0.001 per share.

The Company intends to utilize the proceeds from the exercise of the Warrants to fund research and development and clinical trials and for general corporate purposes.

**About ADVENTRX**

ADVENTRX Pharmaceuticals is a biopharmaceutical research and development company focused on introducing treatments for cancer and infectious disease that surpass the performance and safety of existing drugs, by addressing significant problems such as drug metabolism, toxicity, bioavailability and resistance. More information can be found on the Company's Web site at [www.adventrx.com](http://www.adventrx.com).

**Forward Looking Statement**

*This press release contains forward-looking statements, within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, regarding ADVENTRX. Such statements are made based on management's current expectations and beliefs. Actual results may vary from those currently anticipated based upon a number of factors, including uncertainties inherent in the drug development process, the timing and success of clinical trials, the validity of research results, and the receipt of necessary approvals from the FDA and other regulatory agencies. For a discussion of such risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements regarding ADVENTRX, see the section titled "Risk Factors" in ADVENTRX's last annual report on Form 10-K and its Quarterly Reports on Form 10-Q, as well as other reports that ADVENTRX files from time to time with the Securities and Exchange Commission. All forward-looking statements regarding ADVENTRX are qualified in their entirety by this cautionary statement. ADVENTRX undertakes no obligation to release publicly any revisions to forward-looking statements to reflect events or circumstances which occur after the date hereof.*

Contact:

**ADVENTRX Pharmaceuticals**

Ioana C. Hone  
858-552-0866

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