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

FORM 8-K/A
(Amendment No. 2)

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 8, 2011

ADVENTRX Pharmaceuticals, Inc.
(Exact name of registrant as specified in its charter)

| | | |
|---------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------------------------|
| <u>Delaware</u> (State or other jurisdiction of incorporation) | <u>001-32157</u> (Commission File Number) | <u>84-1318182</u> (IRS Employer Identification No.) |
| <u>12390 El Camino Real, Suite 150, San Diego, CA</u> (Address of principal executive offices) | | <u>92130</u> (Zip Code) |

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

Not applicable
(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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EXPLANATORY NOTE

On April 8, 2011, ADVENTRX Pharmaceuticals, Inc. (the "Company") completed its acquisition of SynthRx, Inc. ("SynthRx") pursuant to the terms of the Agreement and Plan of Merger dated February 12, 2011, by and among the Company, SRX Acquisition Corporation, a wholly owned subsidiary of the Company, SynthRx and, solely with respect to Sections 2 and 8 of the agreement, an individual who was a principal stockholder of SynthRx, and SynthRx became a wholly owned subsidiary of the Company. The Company's acquisition of SynthRx and related matters were reported in the Company's Current Report on Form 8-K filed on April 11, 2011 (the "Original Current Report") and the financial statements of SynthRx and the pro forma financial information required by Item 9.01(a)(1) and (b)(1) of Form 8-K were reported in the Company's Amendment No. 1 to the Original Current Report filed on June 3, 2011 ("Amendment No. 1").

The Company is filing this Amendment No. 2 to the Original Current Report to provide the financial statements of SynthRx for the three months ended March 31, 2011 and unaudited pro forma condensed combined financial information for the six months ended June 30, 2011. Except as described above, all information in and exhibits to the Original Current Report and Amendment No. 1 remain unchanged.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired

The following financial statements of SynthRx are attached as Exhibit 99.4 to this report and are incorporated herein by reference:

- Balance sheet (unaudited) of SynthRx, Inc. (a development stage enterprise) as of March 31, 2011 and the related statements of operations and cash flows (unaudited) for the three months ended March 31, 2011 and 2010, and the period from inception (January 12, 2004) through March 31, 2011, and the notes related thereto

(b) Pro Forma Financial Information

The following unaudited pro forma financial information is attached as Exhibit 99.5 to this report and is incorporated herein by reference:

- Unaudited pro forma condensed combined statement of operations for the six months ended June 30, 2011, and the notes related thereto

(c) 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 25, 2011

By: /s/ Patrick L. Keran
Name: Patrick L. Keran
Title: President and Chief Operating Officer

Exhibit Index

| Exhibit No. | Description |
|----------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2.1*(1) | Agreement and Plan of Merger, dated February 12, 2011, by and among the registrant, SRX Acquisition Corporation, SynthRx, Inc. and, solely with respect to Sections 2 and 8, the Stockholders' Agent |
| 10.1*(1) | Stockholders' Voting and Transfer Restriction Agreement, dated February 12, 2011, by and among the registrant, each of the principal stockholders of SynthRx, Inc. and, solely with respect to Section 3(c), the Stockholders' Agent |
| 10.2*(1) | License Agreement, dated June 8, 2004, between SynthRx, Inc. and CytRx Corporation, as amended by that certain Letter Agreement Re: Amendment to License Agreement, dated August 3, 2006, and that certain Agreement and Amendment No. 2 to License Agreement, dated December 1, 2010 |
| 23.1 (2) | Consent of J.H. Cohn LLP |
| 99.1 (1) | Press Release issued by ADVENTRX Pharmaceuticals, Inc. on April 11, 2011 |
| 99.2 (2) | Audited balance sheets of SynthRx, Inc. (a development stage enterprise) as of December 31, 2010 and 2009 and the related audited statements of operations, stockholders' deficit and cash flows for the years then ended and for the period from inception (January 12, 2004) through December 31, 2010, and the notes related thereto |
| 99.3 (2) | Unaudited pro forma condensed combined balance sheet as of December 31, 2010 and the related unaudited pro forma condensed combined statement of operations for the year then ended, and the notes related thereto |
| 99.4 | Balance sheet (unaudited) of SynthRx, Inc. (a development stage enterprise) as of March 31, 2011 and the related statements of operations and cash flows (unaudited) for the three months ended March 31, 2011 and 2010, and the period from inception (January 12, 2004) through March 31, 2011, and the notes related thereto |
| 99.5 | Unaudited pro forma condensed combined statement of operations for the six months ended June 30, 2011, and the notes related thereto |
| * | Certain confidential portions of this exhibit were omitted by means of redacting a portion of the text. Confidential treatment of such confidential portions was requested by the registrant under Rule 24b-2 under the Securities Exchange Act of 1934, as amended, and has been granted by order of the U.S. Securities and Exchange Commission dated June 6, 2011. |
| (1) | Filed with the registrant's Current Report on Form 8-K on April 11, 2011 (SEC file number 001-32157-11752769) |
| (2) | Filed with the registrant's Amendment No. 1 to Current Report on Form 8-K on June 3, 2011 (SEC file number 001-32157-1189227) |

SYNTHRX, INC.
(A Development Stage Enterprise)

FINANCIAL STATEMENTS

SYNTHRX, INC.
(A Development Stage Enterprise)

BALANCE SHEET

| | March 31, 2011 (Unaudited) | December 31, 2010 |
|------------------------------------------------------------------------------------------------|-------------------------------------------|------------------------------|
| ASSETS | | |
| Current assets: | | |
| Cash | \$ 1,011 | \$ 54,533 |
| Certificates of deposit | <u>—</u> | <u>12,270</u> |
| Total current assets | 1,011 | 66,803 |
| Equipment, net | <u>18,513</u> | <u>19,257</u> |
| Total assets | <u>\$ 19,524</u> | <u>\$ 86,060</u> |
| LIABILITIES AND STOCKHOLDERS' DEFICIT | | |
| Current liabilities: | | |
| Accounts payable | \$ 302,566 | \$ 24,587 |
| Accrued expenses | <u>4,116</u> | <u>7,050</u> |
| Total current liabilities | 306,682 | 31,637 |
| Notes payable — stockholder | <u>275,000</u> | <u>275,000</u> |
| Total liabilities | 581,682 | 306,637 |
| Stockholders' deficit: | | |
| Common stock, \$0.01 par value; 100,000 shares authorized; 1,000 shares issued and outstanding | 1 | 1 |
| Additional paid-in capital | 1,045,268 | 1,045,268 |
| Deficit accumulated during the development stage | <u>(1,607,427)</u> | <u>(1,265,846)</u> |
| Total stockholders' deficit | <u>(562,158)</u> | <u>(220,577)</u> |
| Total liabilities and stockholders' deficit | <u>\$ 19,524</u> | <u>\$ 86,060</u> |

See accompanying notes to financial statements.

SYNTHRX, INC.
(A Development Stage Enterprise)

STATEMENT OF OPERATIONS

| | Three months ended March 31, | | Period from Inception (January 12, 2004) through |
|-------------------------------------|-------------------------------------|--------------------|-----------------------------------------------------------------|
| | 2011 | 2010 | March 31, 2011 |
| Net sales | \$ — | \$ — | \$ — |
| Cost of goods sold | — | — | — |
| Gross margin | — | — | — |
| Operating expenses: | | | |
| Research and development | 3,000 | 9,000 | 292,655 |
| General and administrative | 336,843 | 16,804 | 898,770 |
| In-process research and development | — | — | 409,068 |
| Total operating expenses | <u>339,843</u> | <u>25,804</u> | <u>1,600,493</u> |
| Loss from operations | (339,843) | (25,804) | (1,600,493) |
| Interest income | 26 | 45 | 1,880 |
| Interest expense | <u>(1,746)</u> | <u>(555)</u> | <u>(8,796)</u> |
| Loss before income taxes | (341,563) | (26,314) | (1,607,409) |
| Provision for income taxes | — | — | — |
| Net loss | <u>\$ (341,563)</u> | <u>\$ (26,314)</u> | <u>\$ (1,607,409)</u> |

See accompanying notes to financial statements.

SYNTHRX, INC.
(A Development Stage Enterprise)

STATEMENT OF CASH FLOWS

(Unaudited)

| | Three months ended March 31, | | Period from Inception |
|-----------------------------------------------------------------------------|-------------------------------------|-------------------|----------------------------------------------------------------------|
| | 2011 | 2010 | (January 12, 2004) through March 31, 2011 |
| Cash flows from operating activities: | | | |
| Net loss | \$ (341,563) | \$ (26,314) | \$ (1,607,409) |
| Write off of in-process research and development | — | — | 409,068 |
| Stock based compensation | — | — | 136,200 |
| Adjustments to reconcile net loss to net cash used in operating activities: | | | |
| Depreciation and amortization | 744 | — | 2,622 |
| Increase/(decrease) in: | | | |
| Accounts payable | 277,979 | (1,592) | 302,567 |
| Accrued expenses | (2,934) | 555 | 4,116 |
| Net cash used in operating activities | <u>(65,774)</u> | <u>(27,351)</u> | <u>(752,836)</u> |
| Cash flows from investing activities: | | | |
| Investments in certificate of deposits | — | (45) | (12,270) |
| Proceeds from sales and maturities of certificate of deposits | 12,252 | — | 12,252 |
| Purchase of equipment | — | — | (21,135) |
| Net cash provided by investing activities | <u>12,252</u> | <u>(45)</u> | <u>(21,153)</u> |
| Cash flows from financing activities: | | | |
| Capital contribution | — | — | 500,000 |
| Stockholder loans | — | 100,000 | 275,000 |
| Net cash provided by financing activities | <u>—</u> | <u>100,000</u> | <u>775,000</u> |
| Net increase/(decrease) in cash | (53,522) | 72,604 | 1,011 |
| Cash at beginning of period | 54,533 | 31,663 | — |
| Cash at end of period | <u>\$ 1,011</u> | <u>\$ 104,267</u> | <u>\$ 1,011</u> |

See accompanying notes to financial statements.

SYNTHRX, INC.
(A Development Stage Enterprise)

NOTES TO FINANCIAL STATEMENTS

Note 1 — Business organization and summary of significant accounting policies:

Nature of operations: The corporation is a development-stage enterprise developing a purified form of a rheologic and antithrombotic agent, Poloxamer 188, or P188. During the period from January 12, 2004 (date of inception) through March 31, 2011, the Company has devoted substantially all of its efforts to business planning and research and development. Accordingly, the Company is considered to be in the development stage. The Company is an early stage enterprise and is subject to all of the risks associated with development stage companies.

Management is evaluating various strategic options, including the sale or exclusive license of the Company's product candidate program, a strategic business merger and other similar transactions, certain of which may result in a change of control of the Company. There can be no assurances that the Company will be successful in consummating a strategic transaction on a timely basis or at all.

Use of estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Cash equivalents: Cash equivalents include all cash balances and highly-liquid investments with a maturity of three months or less when acquired. At March 31, 2011, the Company did not have any cash equivalents.

Equipment: Equipment is stated at cost. Depreciation is calculated using the straight-line method over estimated useful lives of the assets. Repairs and maintenance are expensed as incurred.

Research and development expenses: Research and development expenses ("R&D") are comprised of costs incurred in performing R&D activities including consulting and development costs. Research and development costs are expensed as incurred.

General and administrative expenses: General and administrative expenses include legal, finance and facilities. In addition, general and administrative expenses include fees for professional services, intellectual property protection and occupancy costs. These costs are expensed as incurred.

Purchased in-process research and development: The Company entered into a license agreement with CytRx Corporation ("CytRx") in June 2004 in exchange for 199 shares of the Company's common stock and a cash payment of \$228,164. CytRx granted SynthRx an exclusive license to certain identified CytRx patent rights. The estimated fair value of the license agreement, which had not reached technological feasibility, had no alternative future use, and had uncertainty in generating future economic benefits, was expensed. Accordingly, in 2004, the Company wrote off \$409,068 of acquired R&D.

Patent costs: Legal costs in connection with patent applications are expensed as incurred and classified as general and administrative expenses.

Income taxes: The Company accounts for income taxes pursuant to the asset and liability method which requires deferred income tax assets and liabilities to be computed for temporary differences between the financial statement and tax bases of assets and liabilities that will result in taxable or deductible amounts in future periods based on enacted laws and rates applicable to the periods in which the temporary differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. The income tax provision is the tax payable or refundable for the period plus or minus the change during the year in deferred tax assets and liabilities.

The Company adopted the new accounting for uncertainty in income taxes guidance on January 1, 2009. The adoption of that guidance did not result on the recognition of any unrecognized tax benefits and the Company has no unrecognized tax benefits at March 31, 2011. The Company's U.S. Federal and state income tax returns prior to fiscal year 2008 are closed. Management continually evaluates expiring statutes of limitations, audit, proposed settlements, changes in tax law and new authoritative rulings.

Note 2 — Investments:

At March 31, 2011, total Federally insured certificates of deposits had been cashed in. Income from certificates of deposit held during the years ended December 31, 2010 and 2009 were \$182 and \$324, respectively.

Note 3 — Equipment:

Equipment consists of the following at March 31, 2011:

| | |
|-------------------------------|-------------------------|
| Microscope | \$ 21,135 |
| Less accumulated depreciation | <u>(2,622)</u> |
| Total | <u>\$ 18,513</u> |

Note 4 — Notes payable — stockholder:

Notes payable — stockholder consists of the following:

| | |
|--------------------------|--------------------------|
| Loan (A) | \$ 25,000 |
| Loan (B) | 50,000 |
| Loan (C) | 100,000 |
| Loan (D) | <u>100,000</u> |
| Total | 275,000 |
| Less current portion | <u>—</u> |
| Long-term portion | <u>\$ 275,000</u> |

- (A) On June 30, 2008, the Company borrowed \$25,000 from Dr. Robert Hunter. The note payable is due in full on or before June 30, 2013. Interest at 3.84% is due annually beginning July 1, 2010.
- (B) On January 31, 2009, the Company borrowed \$50,000 from Dr. Robert Hunter. The note payable is due in full on or before December 2013. Interest at 2.48% is due annually beginning January 1, 2011.
- (C) On March 29, 2010, the Company borrowed \$100,000 from Dr. Robert Hunter. The note payable is due in full on or before December 31, 2014. Interest at 2.48% is due annually beginning April 1, 2011.
- (D) On October 29, 2010, the Company borrowed \$100,000 from Dr. Robert Hunter. The note payable is due in full on or before December 31, 2014. Interest at 2.48% is due annually beginning November 1, 2011.

Note 5 — Stockholders' equity:

The Company is authorized to issue 200,000 shares of stock consisting of 100,000 shares of common stock, par value \$0.001 per share and 100,000 shares of preferred stock.

On October 20, 2003, Dr. Robert L. Hunter and CytRx entered into an agreement to provide for the formation and operation of SynthRx. In consideration with the agreement, SynthRx issued Dr. Robert Hunter 801 shares of its common stock equal to 80.1% of the total outstanding capital stock of SynthRx and issued CytRx 199 shares of its common stock equal to 19.9% of the total outstanding capital stock of SynthRx.

Note 5 — Stockholders' equity (concluded):

On October 28, 2004, Dr. Robert L. Hunter issued 150 shares of common stock to two individuals for services they had performed for the Company. The fair value of these shares at the time they were issued was \$136,200 which was recorded as additional paid-in capital and general and administrative expenses.

Note 6 — Income taxes:

Due to the Company's historical net loss position, and as a full valuation allowance against deferred tax assets has been recorded, there is no provision or benefit for income taxes recorded for the three months ended March 31, 2011 and 2010.

The Company has established a full valuation allowance against the deferred tax assets due to the uncertainty surrounding the realization of such assets. The Company has determined it is more likely than not that the deferred tax assets are not realizable due to its historical loss position.

At December 31, 2010, the Company had Federal income tax net operating loss carryforwards of approximately \$723,000. The Federal tax carryforwards will begin expiring in 2024. Under Section 382 of the Internal Revenue Code of 1986, as amended, substantial changes in the Company's ownership may limit the amount of net operating loss carryforwards that could be utilized annually in the future to offset taxable income. Any such annual limitation may significantly reduce the utilization of the net operating losses before they expire.

Note 7 — License agreement:

On June 8, 2004, the Company entered into a license agreement with CytRx in exchange for 199 shares of the Company's common stock and a non-refundable cash payment of \$228,164. The fair value of common stock issued in exchange for these rights and the cash payment, in the amount of \$409,068, were charged to research and development expense in the year ended December 31, 2004 (see Note 1).

Upon attainment of certain milestones, which include regulatory approvals and first commercial sales, the Company may be obligated to pay fees of up to \$8,000,000.

The Company is obligated to pay a royalty of 5% of sales under the license to FIOCOR Intellectual Property, 5% of sales under the license for Anti-Infectives Intellectual Property and 4% of sales under the license for OptiVax Intellectual Property.

Note 8 — Subsequent event:

In April 2011, the Company merged with Adventrx Pharmaceuticals, Inc. and Subsidiaries ("Adventrx") pursuant to the terms of the Agreement and Plan of Merger, dated February 12, 2011. All shares of the Company were purchased for 2,938,773 shares of Adventrx common stock and potentially an aggregate of 13,478,050 shares if certain milestones are achieved.

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS

The accompanying unaudited pro forma condensed combined statement of operations present the pro forma consolidated results of operations of the combined company for the six months ended June 30, 2011 based upon the historical, unaudited financial statements of ADVENTRX Pharmaceuticals, Inc. ("ADVENTRX") and SynthRx, Inc. ("SynthRx"), after giving effect to the acquisition of SynthRx and adjustments described in the following footnotes, and are intended to reflect the impact of this acquisition on ADVENTRX on a pro forma basis.

On April 8, 2011, SRX Acquisition Corporation, a Delaware corporation and wholly owned subsidiary of ADVENTRX ("Merger Sub"), merged with and into SynthRx, Inc. pursuant to the terms of the Agreement and Plan of Merger, dated February 12, 2011 (the "Merger Agreement"), by and among ADVENTRX, Merger Sub, SynthRx and, solely with respect to Sections 2 and 8 of the Merger Agreement, an individual who was a principal stockholder of SynthRx, the separate existence of Merger Sub ceased and SynthRx continued as the surviving corporation and a wholly owned subsidiary of ADVENTRX. As of the effective time of the merger, all issued and outstanding securities of SynthRx were automatically converted and exchanged into the right to receive from ADVENTRX the consideration set forth in the Merger Agreement.

The unaudited pro forma condensed combined statement of operations for the six months ended June 30, 2011 combines ADVENTRX's historical results for the six months ended June 30, 2011 with SynthRx's historical results for the three months ended March 31, 2011. The unaudited pro forma statement of operations gives effect to the acquisition as if it had been consummated on January 1, 2010. The unaudited pro forma condensed combined statement of operations is presented for illustrative purposes only. It does not purport to represent what ADVENTRX's consolidated results of operations would have been had the transaction actually occurred as of January 1, 2010, and it does not purport to project ADVENTRX's future consolidated results of operations.

We have not presented a pro forma condensed combined balance sheet as of June 30, 2011, because the impact of the acquisition of SynthRx, which was completed on April 8, 2011, is reflected in the unaudited condensed consolidated balance sheet of ADVENTRX Pharmaceuticals, Inc. as of June 30, 2011, included in ADVENTRX's Quarterly Report on Form 10-Q for the period ended June 30, 2011, which was filed with the Securities and Exchange Commission on August 8, 2011.

Pro Forma Adjustments

The historical consolidated financial information has been adjusted to give effect to pro forma events that are (1) directly attributable to the acquisition and (2) factually supportable and reasonable under the circumstances. There are no events that are expected to have a continuing impact and therefore, no adjustments to the pro forma condensed combined statement of operations were made in that regard.

The pro forma adjustments are based upon available information and certain assumptions that ADVENTRX believes are reasonable under the circumstances.

You should read this information in conjunction with:

- the accompanying notes to the unaudited pro forma condensed combined financial statements included in this Exhibit 99.5 to this Current Report on Form 8-K/A (Amendment No. 2);
 - the separate historical financial statements of SynthRx as of March 31, 2011 and for the three months ended March 31, 2011 included as Exhibit 99.4 to this Current Report on Form 8-K/A (Amendment No. 2);
 - the separate historical consolidated financial statements of ADVENTRX as of June 30, 2011 and for the six months ended June 30, 2011 included in ADVENTRX's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 8, 2011; and
 - ADVENTRX's Current Report on Form 8-K related to its acquisition of SynthRx filed with the Securities and Exchange Commission on April 11, 2011.
 - ADVENTRX's Amendment No. 1 to the Current Report on Form 8-K related to its acquisition of SynthRx filed with the Securities and Exchange Commission on June 3, 2011.
-

ADVENTRX PHARMACEUTICALS, INC.
(A Development Stage Enterprise)
UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS
SIX MONTHS ENDED JUNE 30, 2011

| | <u>ADVENTRX</u> | <u>SynthRx</u> | <u>Pro Forma Adjustments</u> | <u>Pro Forma Combined</u> |
|---------------------------------------------------------|-----------------------|---------------------|------------------------------|---------------------------|
| Grant revenue | \$ — | \$ — | \$ — | \$ — |
| Cost of goods sold | — | — | — | — |
| Gross margin | — | — | — | — |
| Operating expenses: | | | | |
| Research and development | 1,953,866 | 3,000 | — | 1,956,866 |
| Selling, general and administrative | 3,397,854 | 35,277 | — | 3,433,131 |
| Transaction-related expenses | 2,028,923 | 301,566 | (1,617,453)(a) | 713,036 |
| Depreciation and amortization | 20,237 | — | — | 20,237 |
| Total operating expenses | <u>7,400,880</u> | <u>339,843</u> | <u>(1,617,453)</u> | <u>6,123,270</u> |
| Loss from operations | (7,400,880) | (339,843) | 1,617,453 | (6,123,270) |
| Interest income | 43,869 | 26 | — | 43,895 |
| Interest expense | — | (1,746) | 1,746(b) | — |
| Other expense | 8,382 | — | — | 8,382 |
| Loss before income taxes | (7,348,629) | (341,563) | 1,619,199 | (6,070,993) |
| Provision for income taxes | — | — | — | — |
| Net loss | (7,348,629) | (341,563) | 1,619,199 | (6,070,993) |
| Deemed dividends on preferred stock | — | — | — | — |
| Net loss applicable to common stock | <u>\$ (7,348,629)</u> | <u>\$ (341,563)</u> | <u>\$ 1,619,199</u> | <u>\$ (6,070,993)</u> |
| Loss per common share — basic and diluted | <u>\$ (0.30)</u> | | | <u>\$ (0.23)</u> |
| Weighted average shares outstanding — basic and diluted | <u>24,512,515</u> | | | <u>26,021,862</u> |

See accompanying notes to unaudited pro forma condensed combined statement of operations.

ADVENTRX PHARMACEUTICALS, INC.
(A Development Stage Enterprise)

NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS

1. Basis of Presentation

The unaudited pro forma condensed combined statement of operations included herein have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and certain footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States (“U.S. GAAP”) have been condensed or omitted pursuant to such rules and regulations; however, management believes that the disclosures are adequate to make the information presented not misleading.

We have not presented a pro forma condensed combined balance sheet as of June 30, 2011, because the impact of the acquisition of SynthRx, which was completed on April 8, 2011, is reflected in the unaudited condensed consolidated balance sheet of ADVENTRX Pharmaceuticals, Inc. as of June 30, 2011 included in ADVENTRX’s Quarterly Report on Form 10-Q for the period ended June 30, 2011, which was filed with the Securities and Exchange Commission on August 8, 2011.

2. Acquisition of SynthRx

On April 8, 2011, SynthRx, a private biotechnology company developing a novel, purified, rheologic and antithrombotic compound, poloxamer 188, now referred to as ANX-188, became a wholly owned subsidiary of ADVENTRX pursuant to the terms of the Agreement and Plan of Merger, dated February 12, 2011 (the “Merger Agreement”), by and among ADVENTRX, SRX Acquisition Corporation, a wholly owned subsidiary of ADVENTRX, SynthRx and, solely with respect to Sections 2 and 8 of the Merger Agreement, an individual who was a principal stockholder of SynthRx. The acquisition is accounted for as a business combination.

As consideration for the transaction, all shares of SynthRx common stock outstanding immediately prior to the effective time of the merger were cancelled and automatically converted into the right to receive shares of ADVENTRX’s common stock, in the aggregate, as follows:

(i) 862,078 shares (the “Fully Vested Shares”) of ADVENTRX’s common stock, which shares were issued on April 8, 2011 and represent 1,000,000 shares, less 137,922 shares that were deducted as a result of certain expenses of SynthRx, and 200,000 of which were deposited into escrow (the “Closing Escrow Amount”) to indemnify ADVENTRX against breaches of representations and warranties;

(ii) up to 1,938,773 shares of ADVENTRX’s common stock at the at the effective time of the merger (the “Subject to Vesting Shares,” and together with the 862,078 Fully Vested Shares issued to the former stockholders of SynthRx and the escrow agent, the “Closing Shares”), which Subject to Vesting Shares are subject to various repurchase rights by ADVENTRX and fully vest, subject to reduction upon certain events, upon achievement of the First Milestone (defined below);

(iii) up to 1,000,000 shares of ADVENTRX’s common stock issued upon achievement of the First Milestone (the “First Milestone Payment”); provided, however, that in the event the First Milestone is achieved prior to the first anniversary of the closing of the merger, 20% of the First Milestone Payment shall be deposited into escrow (the “First Milestone Escrow Amount,” and together with the Closing Escrow Amount, the “Escrow Amount”). The “First Milestone” means the dosing of the first patient in a phase 3 clinical study carried out pursuant to a protocol that is mutually agreed to by SynthRx and ADVENTRX; provided, however, that the number of evaluable patients planned to target statistical significance with a p value of 0.01 in the primary endpoint shall not exceed 250 (unless otherwise mutually agreed) (the “First Protocol”). In the event that the FDA indicates that a single phase 3 clinical study will not be adequate to support approval of a new drug application covering the use of ANX-188 for the treatment of sickle cell crisis in children (the “ANX-188 NDA”), “First Milestone” shall mean the dosing of the first patient in a phase 3 clinical study carried out pursuant to a protocol that (a) is mutually agreed to by SynthRx and ADVENTRX as such and (b) describes a phase 3 clinical study that the FDA has indicated may be sufficient, with the phase 3 clinical study described in the First Protocol, to support approval of the ANX-188 NDA.

(iv) 3,839,400 shares of ADVENTRX’s common stock issued upon achievement of the Second Milestone. The “Second Milestone” shall mean the acceptance for review of the ANX-188 NDA by the FDA; and

(v) 8,638,650 shares of ADVENTRX’s common stock issued upon achievement of the Third Milestone. The “Third Milestone” shall mean the approval by the FDA of the ANX-188 NDA.

3. Pro Forma Condensed Combined Statement of Operations

The unaudited pro forma condensed combined statement of operations presents the pro forma consolidated results of operations of the combined company based upon the historical, unaudited financial statements of ADVENTRX and SynthRx, after giving effect to the SynthRx acquisition and adjustments described in the following footnotes, and are intended to reflect the impact of this acquisition on ADVENTRX on a pro forma basis.

The unaudited pro forma condensed combined statement of operations for the six months ended June 30, 2011 combines ADVENTRX's historical results for the six months ended June 30, 2011 with SynthRx's historical results for the three months ended March 31, 2011. The unaudited pro forma statement of operations gives effect to the acquisition as if it had taken place on January 1, 2010.

The unaudited pro forma condensed combined statement of operations is presented for illustrative purposes only.

4. Pro Forma Adjustments

The pro forma adjustments included in the unaudited pro forma condensed combined statement of operations are as follows:

- a. To reduce transaction-related expenses for costs incurred in connection with the SynthRx acquisition.
- b. To eliminate interest expense related to SynthRx's recorded liabilities that ADVENTRX did not assume.

5. Pro Forma Net Loss per Share

Shares used to calculate unaudited pro forma combined basic and diluted net loss per share are based on the sum of the following:

- a. The number of ADVENTRX weighted-average shares used in computing historical net loss per share, basic and diluted; and
- b. The number of ADVENTRX weighted-average shares issued to the former stockholders of SynthRx on April 8, 2011, as initial consideration for the acquisition.

6. Transaction Costs

For the six months ended June 30, 2011, transaction costs incurred related to the acquisition of SynthRx totaled \$1,617,453, \$1,315,887 of which were incurred by ADVENTRX and \$301,566 of which were incurred by SynthRx. These costs have been recorded as a pro forma adjustment to reduce transaction-related expenses in the statement of operations for the six months ended June 30, 2011.

The combined company may incur charges to operations in subsequent periods that ADVENTRX cannot reasonably estimate to reflect costs associated with integrating the two businesses. In addition, the combined company may incur additional transaction-related expenses in subsequent periods, which could have a material impact on the combined company's financial position or results of operations.