

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) **March 15, 2006**

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, California 92121
(Address of principal executive offices) (Zip Code)

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

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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Item 4.02. Other Events.

On March 15, 2006, the management of ADVENTRX Pharmaceuticals, Inc. (the “Company” or “we”), determined that an interpretation of EITF 00-19, “Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company’s Own Stock” (“EITF 00-19”) would affect our accounting treatment of an equity financing that we consummated on July 27, 2005 (the “July 2005 Financing”) and determined, after consultation with the independent registered public accounting firm J.H. Cohn LLP (“JH Cohn”), which is the auditor of our financial statements, that we would be required to restate our financial statements for the quarter ended September 30, 2005 included in our Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission (the “SEC”) on November 14, 2005 (the “Q3 Report”). As a result, our Audit Committee, Board of Directors and management have concluded that the financial statements in our Q3 Report should no longer be relied upon with respect to the accounting treatment of the July 2005 Financing and that we should amend certain portions of the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” that do not adequately disclose the effect of the July 2005 Financing in light of EITF 00-19. The effects of EITF 00-19 on our interim financial statements stemming from the correct accounting treatment of the July 2005 Financing are briefly described below. We currently expect to file an amendment to our Q3 Report promptly after this report that will include our restated financial statements and amended disclosures regarding the accounting treatment of the July 2005 Financing.

As reported in our Current Report on Form 8-K, filed with the SEC on July 27, 2005 (the “July 27 Report”), on July 21, 2005, we entered into a Securities Purchase Agreement (the “Purchase Agreement”) with Icahn Partners LP, Icahn Partners Master Fund LP, High River Limited Partnership, Viking Global Equities LP, VGE III Portfolio Ltd., North Sound Legacy Institutional Fund LLC, North Sound Legacy International Ltd. and the Royal Bank of Canada (collectively, the “Investors”) for the sale of 10,810,809 shares of our Common Stock (the “Shares”) and the issuance of warrants to purchase 10,810,809 shares of our Common Stock (the “Warrants”).

Pursuant to the terms of the Purchase Agreement we were obligated to timely file and obtain the effectiveness of a re-sale registration statement on Form S-3 (the “Registration Statement”) covering the resale of the Shares and the shares of our Common Stock issuable upon exercise of the Warrants (the “Warrant Shares”). We timely filed and obtained the effectiveness of the Registration Statement as required by the Purchase Agreement. We are also obligated pursuant to the Purchase Agreement to maintain the effectiveness of the Registration Statement for what at this point is an indeterminate period of time. If we would have failed to timely file and obtain the effectiveness of the Registration Statement or if we fail to maintain the effectiveness of the Registration Statement as provided in the Purchase Agreement, we would be obligated to pay to each Investor a liquidated damages amount determined as follows: For each 30-day period that a filing, effectiveness or maintenance failure shall remain uncured, we would be obligated to pay an amount equal to the purchase price paid to the Company for all Shares then held by such Investor multiplied by 1% for the first 30-day period or any portion thereof and increasing by an additional 1% with regard to each additional 30-day period until such failure is cured.

In accordance with EITF 00-19, due to the potential payment of the above-described liquidated damages, the fair value of the Warrants should have been accounted for as a liability, with an offsetting reduction to additional paid-in capital account at the closing date. JH Cohn concurred with this approach. At the end of the quarterly period ended September 30, 2005, the value of the Warrants should have been remeasured based on the fair market value of the Warrants, and changes to the warrant liability and related gain or loss should have been reflected in the financial statements in our Q3 Report. In accordance with EITF

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00-19, this liability would be reclassified to equity when we are no longer at risk of paying any type of liquidated damages pursuant to the Purchase Agreement. A copy of the Purchase Agreement describing these obligations was filed as exhibit 4.23 to our Quarterly Report on Form 10-Q for the quarter ended June 30, 2005, filed with the SEC on August 12, 2005.

In accordance with EITF 00-19, we should have recorded \$30,891,817 as a liability for the Warrants in our balance sheet as of September 30, 2005 included in the Q3 Report and our total shareholders' equity as of September 30, 2005 should have been reported as a deficit of \$(6,090,032) instead of \$24,801,785 as reported in the Q3 Report. Certain footnote disclosures in the Q3 Report also should have reflected the proper accounting treatment.

Our management discussed with JH Cohn the matters disclosed in this filing. We provided JH Cohn with a copy of the disclosures in this filing along with a request that they furnish us as promptly as possible a letter addressed to the Commission stating whether they agree with the statements made in this report and, if not, stating the respects in which they do not agree. That letter is attached to this report as Exhibit 7.2.

Since this issue arose shortly before we filed our Annual Report on Form 10-K for the year ended December 31, 2005, filed with the SEC on March 16, 2006, the audited financial statements included in that report reflect the correct accounting treatment under EITF 00-19.

Item 8.01. Other Events.

On March 20, 2006, the Company issued a press release regarding the Company's need to restate its financial statements in its Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2005 and to amend certain portions of that report to reflect the proper accounting treatment under EITF 00-19 of an equity financing the Company consummated in July 2005. The press release issued by the Company on March 20, 2006 with respect to this matter is included with this report as an exhibit.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits:

The exhibit list called for by this item is incorporated by reference to the Exhibit Index filed as part of this report.

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.

March 20, 2006

By: /s/ Carrie E. Carlander

Name: Carrie E. Carlander

Title: Chief Financial Officer, Vice President Finance,
Secretary and Treasurer

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<u>Exhibit</u>	<u>Description</u>
7.1	Letter from the registrant's auditors dated March 17, 2006, regarding nonreliance on interim review related to the financial statements included in the Quarterly Report on Form 10-Q for the quarter ended September 30, 2005
7.2	Letter from the registrant's auditors dated March 20, 2006, regarding agreement with disclosures made under Item 4.02 of this report
99.1	Press release of the registrant dated March 20, 2006



4180 Ruffin Road, Suite 235 • San Diego, CA 92123 • 858-535-2000 • fax 858-571-2700 • www.jhcohn.com

March 17, 2006

Audit Committee of the Board of Directors
ADVENTRX Pharmaceuticals, Inc.
6725 Mesa Ridge Road, Suite 100
San Diego, CA 92121

Dear Sirs:

The purpose of this letter is to document that on March 15, 2006, we notified the management of ADVENTRX Pharmaceuticals, Inc. that they should take action to prevent future reliance on our previously completed interim review of the condensed consolidated financial statements included in the Company's Form 10-Q for the quarter ended September 30, 2005. Such unaudited condensed consolidated financial statements included the following:

- Condensed consolidated balance sheet as of September 30, 2005,
- Condensed consolidated statements of operations for the three and nine months ended September 30, 2005 and for the period from inception (June 12, 1996) through September 30, 2005,
- Condensed consolidated statements of shareholders' equity (deficit) for the period from January 1, 2005 through September 30, 2005, and
- Condensed consolidated statements of cash flows for the nine months ended September 30, 2005 and for the period from inception (June 12, 1996) through September 30, 2005.

We believe that such unaudited condensed consolidated financial statements, as originally issued, do not reflect the proper accounting for the private placement of certain equity securities that closed on July 27, 2005, as described therein, and accordingly, our completed interim review of such financial statements should no longer be relied upon.

Yours truly,

/s/ J.H. Cohn LLP

Offices in California, New York, New Jersey and The Cayman Islands
Worldwide Associations through Member Firms of SC International

March 20, 2006

Office of the Chief Accountant
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Gentlemen:

We have read Item 4.02 included in the Form 8-K dated March 20, 2006 of ADVENTRX Pharmaceuticals, Inc. (Commission file No. 001-32157) filed with the Securities and Exchange Commission and are in agreement with the statements contained therein as they relate to our firm.

/s/ J.H. Cohn LLP

J.H. Cohn LLP

**ADVENTRX TO FILE AMENDED 2005 THIRD QUARTER TO REFLECT ACCOUNTING
FOR JULY 2005 FINANCING UNDER EITF 00-19**

SAN DIEGO — March 20, 2006 — ADVENTRX Pharmaceuticals, Inc. (Amex: ANX) today announced that an interpretation of EITF 00-19, “Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company’s Own Stock” (“EITF 00-19”), would affect the accounting treatment of an equity financing that the Company consummated in July 2005. The Company’s management determined, after consultation with J.H. Cohn LLP, the Company’s independent registered public accounting firm, that the Company would be required to amend its financial statements included in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2005 (the “Q3 Report”). As a result, the Company’s Audit Committee, Board of Directors and management concluded that the financial statements in its originally-filed Q3 Report should no longer be relied upon with respect to the accounting treatment of the July 2005 financing and that the Company should amend certain portions of the Q3 Report that do not adequately disclose the effect of the July 2005 Financing in light of EITF 00-19. The Company is promptly filing a Current Report on Form 8-K and an amendment to its Q3 Report.

Although this issue arose shortly before the Company filed its Annual Report on Form 10-K for the year ended December 31, 2005, filed with the SEC on March 16, 2006, the audited financial statements included in that report reflect the correct accounting treatment of the July 2005 financing under EITF 00-19.

As the Company previously reported in a Current Report on Form 8-K, filed with the SEC on July 27, 2005, in July 2005, the Company entered into a Securities Purchase Agreement with a number of investors for the sale of 10,810,809 shares of Common Stock and the issuance of warrants to purchase 10,810,809 shares of Common Stock. Pursuant to the terms of the Securities Purchase Agreement the Company filed and obtained the effectiveness in a timely manner of a re-sale registration statement on Form S-3 covering the resale of the shares and the warrant shares issued in the financing. The Company is also obligated pursuant to the Securities Purchase Agreement to maintain the effectiveness of the registration statement. If the Company fails to maintain the effectiveness of the registration statement, the Company would be obligated to pay to each investor in the financing a liquidated damages amount under the Securities Purchase Agreement. The Company filed a copy of the Securities Purchase Agreement describing these obligations as exhibit 4.23 to its Quarterly Report on Form 10-Q for the quarter ended June 30, 2005, filed with the SEC on August 12, 2005.

In accordance with EITF 00-19, due to the potential payment of these liquidated damages, the fair value of the warrants issued in the financing should have been accounted for as a liability, with an offsetting reduction to the additional paid-in capital account at the closing date. The value of the warrants should have been remeasured based on their fair market value at the end of the quarterly period ended September 30, 2005, and changes to the warrant liability and related gain or loss should have been reflected in the financial statements in the Company’s Q3 Report.

About ADVENTRX

ADVENTRX Pharmaceuticals is a biopharmaceutical research and development company focused on introducing new technologies for anticancer and antiviral treatments 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.

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, 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, which may be made to reflect events or circumstances after the date hereof.

Contact:**ADVENTRX Pharmaceuticals**

Andrea Lynn
858-552-0866

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