

ADVENTRX PHARMACEUTICALS INC  
Form 8-K  
April 26, 2010

**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): April 23, 2010**

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

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| <b>Delaware</b><br>(State or other Jurisdiction of<br>Incorporation) | <b>001-32157</b><br>(Commission File Number) | <b>84-1318182</b><br>(IRS Employer Identification No.) |
|--|--|--|

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|--|----------------------------|
| <b>6725 Mesa Ridge Road, Suite 100</b><br><b>San Diego, CA</b><br>(Address of Principal Executive Offices) | <b>92121</b><br>(Zip Code) |
|--|----------------------------|

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

**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))

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

On April 23, 2010, ADVENTRX Pharmaceuticals, Inc. (the Company ) filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation (the Certificate of Amendment ) with the Secretary of State of the State of Delaware to effect the previously announced 1-for-25 reverse split of its common stock (the Reverse Stock Split ). The Reverse Stock Split became effective as of 4:01 p.m. Eastern Daylight Time on April 23, 2010 (the Effective Time ).

As a result of the Reverse Stock Split, each twenty-five shares of the Company s common stock, par value \$0.001 per share, issued and outstanding immediately prior to the Effective Time was automatically reclassified as and changed into one share of the Company s common stock, par value \$0.001 per share. No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders who are entitled to fractional shares will receive a cash payment in lieu of receiving fractional shares (after taking into account and aggregating all shares of the Company s common stock then held by such stockholder) equal to the fractional share interest multiplied by \$4.6275 (the per share closing price of the Company s common stock (on a post-split basis) as last reported on the NYSE Amex on April 23, 2010).

A copy of the Certificate of Amendment is attached to this current report as Exhibit 3.1 and is 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: April 26, 2010

By: /s/ Patrick Keran

Name: Patrick Keran

Title: President and Chief Operating Officer

**EXHIBIT INDEX**

| Exhibit No. | Description   |
|-------------|---|
| 3.1         | Certificate of Amendment to the Amended and Restated Certificate of Incorporation of ADVENTRX Pharmaceuticals, Inc. |