

ADVENTRX PHARMACEUTICALS INC  
Form 8-K/A  
November 09, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K/A  
(Amendment No. 3)  
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)

**Delaware**

**001-32157**

**84-1318182**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**12390 El Camino Real, Suite 150,  
San Diego, CA**

**92130**

(Address of principal executive offices)

(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))

**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). On October 25, 2011, the Company filed Amendment No. 2 to the Original Current Report (Amendment No. 2) 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. The Company is filing this Amendment No. 3 to the Original Current Report to provide unaudited pro forma condensed combined financial information for the nine months ended September 30, 2011. Except as described above, all information in and exhibits to the Original Current Report, Amendment No. 1 and Amendment No. 2 remain unchanged.

**Item 9.01 Financial Statements and Exhibits.**

(b) Pro Forma Financial Information

The following unaudited pro forma financial information is attached as Exhibit 99.6 to this report and is incorporated herein by reference:

Unaudited pro forma condensed combined statement of operations for the nine months ended September 30, 2011, and the notes related thereto

(d) Exhibits.

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

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**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: November 9, 2011

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

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**Exhibit Index**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 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(3)            | 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(3)            | Unaudited pro forma condensed combined statement of operations for the six months ended June 30, 2011, and the notes related thereto   |
| 99.6               | Unaudited pro forma condensed combined statement of operations for the nine months ended September 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)

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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)

(3) Filed with the registrant's Amendment No. 2 to Current Report on Form 8-K on October 25, 2011 (SEC file number 001-32157-111157223)

100 A \$ 3.9 9,764,250 I by Trust <sup>(2)</sup> Common Stock 10/22/2007 S<sup>(1)</sup> 100 D \$ 40.57 31 9,764,150 I by Trust <sup>(2)</sup> Common Stock 10/22/2007 M 100 A \$ 3.9 9,764,250 I by Trust <sup>(2)</sup> Common Stock 10/22/2007 S<sup>(1)</sup> 100 D \$ 40.58 9,764,150 I by Trust <sup>(2)</sup> Common Stock 10/22/2007 M 500 A \$ 3.9 9,764,650 I by Trust <sup>(2)</sup> Common Stock 10/22/2007 S<sup>(1)</sup> 500 D \$ 40.59 9,764,150 I by Trust <sup>(2)</sup> Common Stock 10/22/2007 M 2,000 A \$ 3.9 9,766,150 I by Trust <sup>(2)</sup> Common Stock 10/22/2007 S<sup>(1)</sup> 2,000 D \$ 40.6 9,764,150 I by Trust <sup>(2)</sup> Common Stock 10/22/2007 M 200 A \$ 3.9 9,764,350 I by Trust <sup>(2)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| JACOBS IRWIN M<br>5775 MOREHOUSE DR.<br>SAN DIEGO, CA 92121-1714 | X             |           | Chairman of the Board |       |

## Signatures

By: Noreen E. Burns, Attorney-in-Fact For: Irwin M. Jacobs

10/24/2007

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The transaction was conducted under a 10b5-1 Plan, as defined under the Securities Exchange Act of 1934, as amended.
- (2) Securities held by Irwin M. Jacobs & Joan Klein Jacobs as Trustees of the Irwin Mark Jacobs & Joan Klein Jacobs Family Trust UTA dtd 6/2/80, as amended 6/30/92.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.