

ADVENTRX PHARMACEUTICALS INC

Form 10-Q/A

May 22, 2006

FORM 10-Q/A
Amendment No. 1
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2006
OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the Transition Period from _____ **to** _____
Commission File Number 001-32157

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

Delaware

84-1318182

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification No.)

6725 Mesa Ridge Road, Suite 100
San Diego, California 92121
858-552-0866

(Address of principal executive offices, zip code and telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares outstanding of the registrant's common stock, \$.001 par value, as of May 3, 2006 was 71,649,833.

PART II OTHER INFORMATION

Item 1A. Risk Factors

The registrant incorporates by reference Exhibit 99.1 of this amendment to Quarterly Report on Form 10-Q in response to this Item.

Item 5. Other Information

The registrant incorporates by reference Exhibits 99.2 and 99.3 of this amendment to Quarterly Report on Form 10-Q in response to this Item.

Item 6. Exhibits.

An Exhibit Index has been attached as part of this amendment to Quarterly Report on Form 10-Q and is incorporated herein by reference.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this amendment to report to be signed on its behalf by the undersigned thereunto duly authorized.

ADVENTRX Pharmaceuticals, Inc.

Date: May 22, 2006

By: /s/ Evan M. Levine
Evan M. Levine
President and Chief Executive Officer
(principal executive officer)

ADVENTRX Pharmaceuticals, Inc.

Date: May 22, 2006

By: /s/ Carrie Carlander
Carrie Carlander
Chief Financial Officer, Vice President,
Finance, Secretary and Treasurer
(principal financial officer)

Exhibit Index

| Exhibit | Description |
|----------------|---|
| 31.1 | Rule 13a-14(a)15d-14(a) Certification |
| 31.2 | Rule 13a-14(a)15d-14(a) Certification |
| 99.1 | The registrant hereby incorporates by reference the disclosures set forth under the captions Risk Factors RISKS RELATING TO THE COMPANY; and, Risk Factors RISKS RELATED TO OUR COMMON STOCK AND THE OFFERING The price of our common stock has been and is likely to continue to be volatile, and your investment could suffer a decline in value, Sales of substantial amounts of our common stock or the perception that such sales may occur could cause the market price of our common stock to drop significantly, even if our business is performing well, Anti-takeover provisions in our charter documents and under Delaware law may make an acquisition of us, which may be beneficial to our stockholders, more difficult, which could depress our stock price, Concentration of ownership of our common stock among our existing executive officers, directors and principal stockholders may prevent new investors from influencing significant corporate decisions, and Because we do not expect to pay dividends in the foreseeable future, you must rely on stock appreciation for any return on your investment, in the Preliminary Prospectus Supplement dated May 16, 2006 (Subject to Completion) to Prospectus dated May 8, 2006 filed with the Commission under Rule 424(b)(5) (Registration No. 333-133729) on May 16, 2006 (the Preliminary Prospectus Supplement). |
| 99.2 | The registrant hereby incorporates by reference the disclosures set forth under the captions Prospectus supplement summary-OUR BUSINESS, OUR PRINCIPAL PRODUCT CANDIDATES, OUR ONCOLOGY PRODUCT CANDIDATES, and ADDITIONAL COMPOUNDS, in the Preliminary Prospectus Supplement. |
| 99.3 | The registrant hereby incorporates by reference the disclosures set forth under the caption Certain relationships and related party transactions in the Preliminary Prospectus Supplement. |