

IMMTECH PHARMACEUTICALS, INC.  
Form S-3MEF  
February 07, 2007

As filed with the Securities and Exchange Commission on February 8, 2007

Registration No. 333-\_\_\_\_\_

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-3**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**Immtech Pharmaceuticals, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

39-1523370  
(I.R.S. Employer  
Identification Number)

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One North End Avenue

New York, NY 10282

(212) 791-2911

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

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Eric L. Sorkin

Chief Executive Officer

Immtech Pharmaceuticals, Inc.

One North End Avenue

New York, NY 10282

(212) 791-2911

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copy To:*

Elizabeth Brower, Esq.

Paul, Hastings, Janofsky & Walker LLP

1055 Washington Boulevard

Stamford, CT 06901

(203) 961-7400

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**Approximate date of commencement of sale of the securities to the public:**

As soon as practicable after this registration statement becomes effective.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. [  ]

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [  ]

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ X ]  
333-130970

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [  ] \_\_\_\_\_

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. [  ]

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. [  ]

**CALCULATION OF REGISTRATION FEE**

| <b>Title of Each Class of Securities to be Registered</b> | <b>Amount to be Registered</b> | <b>Proposed Maximum Offering Price Per Share</b> | <b>Proposed Maximum Aggregate Offering Price</b> | <b>Amount of Registration Fee</b> |
|---|--------------------------------|--|--|-----------------------------------|
| Common stock, par value \$0.01 per share.....             | 200,000 shares                 | \$6.75   | \$1,350,000                                      | \$144.45                          |

**EXPLANATORY NOTE**

This registration statement is being filed to register additional shares of common stock of Immtech Pharmaceuticals, Inc. pursuant to Rule 462(b) under the Securities Act of 1933, as amended. A Registration Statement on Form S-3, Commission File No. 333-130970 (the "Prior Registration Statement"), to which this registration statement relates was declared effective by the Securities and Exchange Commission on February 7, 2006. The contents of the Prior Registration Statement are incorporated herein by reference.

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**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits.**

| <b>Exhibit Number</b> | <b>Description of Document</b>  |
|-----------------------|---|
| 5.1                   | Opinion of Paul, Hastings, Janofsky & Walker LLP                            |
| 23.1                  | Consent of Deloitte & Touche LLP  |
| 23.2                  | Consent of Paul, Hastings, Janofsky & Walker LLP (included in exhibit 5.1). |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of New York, State of New York, on the 7th day of February, 2007.

IMMTECH PHARMACEUTICALS, INC.

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By: /s/ Eric L. Sorkin  
Name: Eric L. Sorkin  
Title: Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

| <u>Signature</u>                                   | <u>Title</u>                                    | <u>Date</u>      |
|--|---|------------------|
| /s/ Eric L. Sorkin<br>Eric L. Sorkin               | Chairman, President and Chief Executive Officer | February 7, 2007 |
| /s/ Gary C. Parks<br>Gary C. Parks                 | Chief Financial Officer                         | February 7, 2007 |
| /s/ Cecilia Chan<br>Cecilia Chan                   | Director and Executive Director                 | February 7, 2007 |
| /s/ Harvey R. Colten<br>Harvey R. Colten, M.D.     | Director  | February 7, 2007 |
| /s/ Judy Lau<br>Judy Lau                           | Director  | February 7, 2007 |
| /s/ Levi H.K. Lee<br>Levi H.K. Lee, M.D.           | Director  | February 7, 2007 |
| /s/ Donald F. Sinex<br>Donald F. Sinex             | Director  | February 7, 2007 |
| /s/ Frederick W. Wackerle<br>Frederick W. Wackerle | Director  | February 7, 2007 |

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**EXHIBIT INDEX**

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