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PRO PHARMACEUTICALS INC  
Form 8-K  
July 02, 2007

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K  
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CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

June 29, 2007  
Date of Report (Date of earliest event reported)

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PRO-PHARMACEUTICALS, INC.  
(Exact Name of Registrant as Specified in Charter)

NEVADA  
(State or Other  
Jurisdiction of  
Incorporation)

000-32877  
(Commission File Number)

04-3562325  
(IRS Employer  
Identification No.)

7 WELLS AVENUE  
NEWTON, MASSACHUSETTS  
02459  
(Address of Principal Executive Offices) (Zip Code)

(617) 559-0033  
(Registrant's telephone number, including area code)

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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 (see General Instruction A.2. below):

- 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))

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|\_ | Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 1.02. Termination of a Material Definitive Agreement.

On June 29, 2007, the Securities Purchase Agreement between our Company and the purchasers named therein was terminated following the American Stock Exchange's notice that the Company is not in compliance with certain listing standards. The terms and conditions of the agreement are described in our Current Report on Form 8-K dated June 19, 2007. The Company believes that a proposed new pricing, based on the current trading price of its common stock, would be excessively dilutive and not in the best interest of its shareholders. The Company is evaluating other financing alternatives.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

99.1 News release of Pro-Pharmaceuticals, Inc. dated July 2, 2007.

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.

PRO-PHARMACEUTICALS, INC.

By: /s/ David Platt

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David Platt  
Chief Executive Officer

Date: July 2, 2007