

Edgar Filing: PRO PHARMACEUTICALS INC - Form 8-K

Other Events

Item 8.01 Other Events.

Notice of Proposed Unregistered Offering pursuant to Rule 135c under the Securities Act of 1933

The securities offered will not be and have not been registered under the Securities Act of 1933 and may not be offered and sold in the United States absent registration or an applicable exemption from registration requirements.

Pro-Pharmaceuticals, Inc. plans to offer unregistered securities in a private placement financing. The securities will be offered solely to institutional and other accredited investors and may be in the form of common stock, convertible preferred or debt securities, warrants or some combination of securities. The Company has engaged an investment bank to assist it with the offering. The Company intends to use the proceeds of the offering for working capital, 505(b)(2) applications to the U.S. Food and Drug Administration and its clinical trials.

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/ Carl L. Lueders

Carl L. Lueders
Chief Financial Officer

Date: August 9, 2007
