

PRO PHARMACEUTICALS INC  
Form 8-K  
June 02, 2008

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## Form 8-K

### Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

May 29, 2008

Date of Report

(Date of earliest event reported)

## PRO-PHARMACEUTICALS, INC.

(Exact name of Registrant as specified in its charter)

Nevada  
(State or other jurisdiction of  
incorporation or organization)

000-32877  
(Commission File Number)

04-3562325  
(I.R.S. Employer

Identification No.)

7 Wells Avenue

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**Newton, Massachusetts 02459**

**(Address of principal executive offices) (Zip code)**

**(617) 559-0033**

**(Registrant's telephone number, including area code)**

**(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))

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

At the annual meeting of stockholders of Pro-Pharmaceuticals, Inc. (the Company) held on May 21, 2008, the Company's stockholders approved a resolution to the Company's Articles of Incorporation increasing the number of authorized shares of common stock from 100,000,000 to 200,000,000. The Certificate of Amendment reflecting this increase was filed with the Secretary of State of the State of Nevada and became effective on May 29, 2008. The Certificate of Amendment is attached as Exhibit 3.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial Statements of Businesses Acquired.  
Not applicable.

(b) Pro Forma Financial Information.  
Not applicable.

(c) Shell Company Transactions  
Not applicable.

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
3.1	Certificate of Amendment to Articles of Incorporation of the Company, as filed with the Secretary of State of the State of Nevada on May 29, 2008.

**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 thereunto duly authorized.

PRO-PHARMACEUTICALS, INC.

By: /s/ Anthony D. Squeglia  
Anthony D. Squeglia  
Chief Financial Officer

Date: June 2, 2008

**EXHIBIT INDEX**

**Exhibit**

<b>Number</b>	<b>Description</b>
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