

UNITED STATES  
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

Date of Report (date of earliest event reported): October 26, 2009 (October 23, 2009)

**Rexahn Pharmaceuticals, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**000-50590**

(Commission File Number)

**11-3516358**

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

**9620 Medical Center Drive  
Rockville, Maryland 20850**

(Address of principal executive offices) (Zip code)

**(240) 268-5300**

(Registrant's telephone number, including area code)

**Not Applicable**

(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))
- 
-

## INFORMATION TO BE INCLUDED IN THE REPORT

### Item 8.01. Other Events.

The \$5 million sale of common stock and warrants by Rexahn Pharmaceuticals, Inc. (the "Company") described in Item 1.01 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 20, 2009, closed on October 23, 2009 as contemplated by the Securities Purchase Agreement described therein.

On October 23, 2009, Rexahn received gross proceeds of \$5 million cash for the sale of 6,072,383 shares of common stock at \$0.8234 per share to five institutional investors, and warrants to buy an additional 2,125,334 shares of common stock at an exercise price of \$1.00 per share. Rodman & Renshaw, LLC, a subsidiary of Rodman & Renshaw Capital Group, Inc. (NasdaqGM: RODM), acted as the exclusive placement agent for this transaction and received warrants to purchase 245,932 shares of common stock at an exercise price of \$1.029 per share. The Company has 71,924,496 shares outstanding following the completion of the offering.

The Company's press release dated October 26, 2009 relating to such closing is attached hereto as Exhibit 99.1 and is hereby incorporated herein by reference.

### Item 9.01. Financial Statements and Exhibits.

#### (d) Exhibits.

| <u>Exhibit Number</u> | <u>Description</u>                    |
|-----------------------|---------------------------------------|
| 99.1                  | Press release dated October 26, 2009. |

---

**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.

REXAHN PHARMACEUTICALS, INC.  
(Registrant)

By: /s/ Chang H. Ah  
Chang H. Ahn  
Chairman and Chief Executive Officer

Date: October 26, 2009

---

**EXHIBIT INDEX**

**Exhibit Number**

**Description**

[99.1](#)

Press release dated October 26, 2009.

---



**FOR IMMEDIATE RELEASE**

**CONTACTS:**

**Investor Relations:**

Jeffrey Goldberger / Yemi Rose  
KCSA Strategic Communications  
212-896-1249 / 212-896-1233  
jgoldberger@kcsa.com / yrose@kcsa.com

**Industry and Press Relations:**

Constantine Theodoropoulos  
Base Pair Communications  
617-292-7319  
Constantine@basepaircomm.com

**Rexahn Pharmaceuticals Announces Closing of Public Equity Offering**

**Rockville, Md., October 26, 2009** - Rexahn Pharmaceuticals, Inc. (NYSE Amex: RNN) announced today that it has completed its previously announced Registered Direct Offering of common stock and warrants. Rodman & Renshaw, LLC, a subsidiary of Rodman & Renshaw Capital Group, Inc. (NasdaqGM: RODM), acted as the exclusive placement agent for this transaction.

On October 23, 2009, Rexahn received gross proceeds of \$5 million cash for the sale to five institutional investors of 6,072,383 shares of common stock at \$0.8234 per share and warrants to buy an additional 2,125,334 shares of common stock at an exercise price of \$1.00 per share. Rodman & Renshaw, LLC, a subsidiary of Rodman & Renshaw Capital Group, Inc. (NasdaqGM: RODM), acted as the exclusive placement agent for this transaction and received warrants to purchase 245,932 shares of common stock at an exercise price of \$1.029 per share. Rexahn plans to use the proceeds from the offering for research and development and general corporate purposes. Rexahn has 71,924,496 shares outstanding following the completion of the offering.

**About Rexahn Pharmaceuticals, Inc.**

Rexahn Pharmaceuticals is a clinical stage pharmaceutical company dedicated to commercializing first in class and market leading therapeutics for cancer, Central nervous system disorders, sexual dysfunction and other unmet medical needs. For more information please visit [www.rexahn.com](http://www.rexahn.com)

**Safe Harbor**

This press release contains forward-looking statements. Rexahn's actual results may differ materially from anticipated results, and expectations expressed in these forward-looking statements, as a result of certain risks and uncertainties, including Rexahn's lack of profitability, and the need for additional capital to operate its business to develop its product candidates; the risk that Rexahn's development efforts relating to its product candidates may not be successful; the possibility of being unable to obtain regulatory approval of Rexahn's product candidates; the risk that the results of clinical trials may not be completed on time or support Rexahn's claims; demand for and market acceptance of Rexahn's drug candidates; Rexahn's reliance on third party researchers and manufacturers to develop its product candidates; Rexahn's ability to develop and obtain protection of its intellectual property; and other risk factors set forth from time to time in our filings with the Securities and Exchange Commission. Rexahn assumes no obligation to update these forward-looking statements.

---