

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): July 1, 2010 (June 30, 2010)

**Rexahn Pharmaceuticals, Inc.**

(Exact Name of Issuer as Specified in Charter)

**DELAWARE**  
(State or Other Jurisdiction of Incorporation  
or Organization)

**001-34079**  
(Commission File Number)

**11-3516358**  
(I.R.S. Employer Identification Number)

**15245 Shady Grove Road, Suite 455**  
**Rockville, MD**  
(Address of Principal Executive Offices)

**20850**  
(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 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
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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**Item 8.01 Other Events.**

On June 30, 2010, Rexahn Pharmaceuticals, Inc. (the “Company”) issued a press release announcing the closing of the registered direct offering described in the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 29, 2010. The Company received net proceeds of approximately \$9.28 million after deducting placement agent fees and other offering expenses. The Company sold an aggregate of 6.67 million shares of its common stock and warrants exercisable for 2.00 million additional shares of its common stock. The common stock and warrants were sold in units, with each unit consisting of one share of common stock and a warrant to purchase 0.3 of a share of common stock. The purchase price per unit was \$1.50.

Rodman & Renshaw, LLC (the “Placement Agent”), a wholly owned subsidiary of Rodman & Renshaw Capital Group, Inc. (Nasdaq: RODM), acted as the exclusive placement agent for this transaction. The Placement Agent received an aggregate fee of \$550,000 (equal to 5.5% of the gross proceeds received in the offering) and an additional \$25,000 in expenses. In addition, the Placement Agent received a warrant to purchase 200,000 shares of the Company’s common stock, representing an aggregate of 3% of the aggregate number of shares sold in the offering, with an exercise price of \$1.90 per share and an expiration date of August 8, 2013.

The Company’s press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
<a href="#">99.1</a>	Press release dated June 30, 2010.

**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.**

Date: July 1, 2010

By: /s/ Tae Heum Jeong

Name: Tae Heum Jeong

Title: Chief Financial Officer

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**FOR IMMEDIATE RELEASE****CONTACTS:****Investor Relations**

Stephanie Ascher  
Stern Investor Relations, Inc.  
212-362-1200  
stephanie@sternir.com

Constantine Theodoropoulos  
Base Pair Communications  
617-401-3116  
constantine@basepaircomm.com

**Rexahn Closes \$10 Million in Registered Direct Offering**

**Rockville, MD, June 30, 2010** - Rexahn Pharmaceuticals, Inc. (NYSE Amex: RNN), a clinical stage pharmaceutical company commercializing potential best in class oncology and CNS therapeutics, today announced the closing of a previously announced sale of an aggregate of \$10 million of securities in a registered direct offering. Rexahn received net proceeds of approximately \$9.28 million after deducting placement agent fees and other offering expenses. Rexahn sold an aggregate of 6.67 million shares of its common stock and warrants exercisable for 2.00 million additional shares of its common stock. The common stock and warrants were sold in units, with each unit consisting of one share of common stock and a warrant to purchase 0.3 of a share of common stock. The purchase price per unit was \$1.50.

The warrants to purchase shares of common stock are exercisable immediately at an exercise price of \$1.90 per share and will expire on June 30, 2014. The proceeds from the transaction will be used for further development of the Company's lead clinical programs, including the funding of Rexahn's Phase II clinical study program of Serdaxin<sup>®</sup>, Zoraxel<sup>™</sup> and Archexin<sup>®</sup>, and other general corporate purposes.

Rodman & Renshaw, LLC, a wholly owned subsidiary of Rodman & Renshaw Capital Group, Inc. (Nasdaq: RODM), acted as the exclusive placement agent for this transaction.

The securities described above were issued under Rexahn's shelf registration statement on Form S-3, which was declared effective by the Securities and Exchange Commission (the "SEC") on August 8, 2008, and a prospectus supplement filed on June 28, 2010. The prospectus supplement and the accompanying prospectus contain the information about this offering and other information about Rexahn. Copies of the prospectus supplement and accompanying prospectus may be obtained at the SEC's website at [www.sec.gov](http://www.sec.gov), or from Rodman & Renshaw, LLC, 1251 Avenue of the Americas, 20th Floor, New York, NY 10020, or directly from Rexahn by contacting Rexahn Pharmaceuticals, Inc., 15245 Shady Grove Rd, Suite 455, Rockville, MD 20850.

**About Rexahn Pharmaceuticals, Inc.**

Rexahn Pharmaceuticals Inc. is a clinical stage pharmaceutical company dedicated to commercializing first-in-class and market leading therapeutics for cancer, Central nervous System (CNS) disorders, sexual dysfunction and other unmet medical needs. Rexahn currently has three drug candidates in Phase II clinical trials, Archexin<sup>®</sup>, Serdaxin<sup>®</sup>, and Zoraxel<sup>™</sup> - all potential best in class therapeutics - and a pipeline of preclinical compounds in development to treat multiple cancers and CNS disorders. Rexahn also operates key R&D programs of nano-medicines, and 3D-GOLD and TIMES drug discovery platforms. For more information, please visit [www.rexahn.com](http://www.rexahn.com).

**Safe Harbor**

To the extent any statements made in this press release deal with information that is not historical, these are forward-looking statements under the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about Rexahn's plans, objectives, expectations and intentions with respect to future operations and products and other statements identified by words such as "will," "potential," "could," "can," "believe," "intends," "continue," "plans," "expects," "anticipates," "estimates," "may," other words of similar meaning or the use of future dates. Forward-looking statements by their nature address matters that are, to different degrees, uncertain. Uncertainties and risks may cause Rexahn's actual results to be materially different than those expressed in or implied by Rexahn's forward-looking statements. For Rexahn, particular uncertainties and risks include, among others, the difficulty of developing pharmaceutical products, obtaining regulatory and other approvals and achieving market acceptance; the marketing success of Rexahn's licensees or sublicensees; the success of clinical testing; and Rexahn's need for and ability to obtain additional financing. More detailed information on these and additional factors that could affect Rexahn's actual results are described in Rexahn's filings with the Securities and Exchange Commission, including its most recent annual report on Form 10-K and subsequent quarterly reports on Form 10-Q. All forward-looking statements in this news release speak only as of the date of this news release. Rexahn undertakes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

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