
**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): September 10, 2015**

Rexahn Pharmaceuticals, Inc.

(Exact Name of Registrant as Specified in its Charter)

DELAWARE
(State or other jurisdiction of Incorporation)

001-34079
(Commission File Number)

11-3516358
(I.R.S. Employer Identification No.)

**15245 Shady Grove Road, Suite 455
Rockville, MD**
(Address of principal executive offices)

20850
(Zip Code)

Registrant's telephone number, including area code: (240) 268-5300

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))
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Section 7 — Regulation FD Disclosure

Item 7.01 Regulation FD Disclosure.

Furnished as Exhibit 99.1 to this Current Report on Form 8-K are slides for a presentation by Rexahn Pharmaceuticals, Inc. at the Rodman & Renshaw 17th Annual Global Investment Conference on September 10, 2015.

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

[99.1](#) Rexahn Pharmaceuticals, Inc. investor presentation for the Rodman & Renshaw 17th Annual Global Investment Conference, dated September 10, 2015.

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: September 10, 2015

/s/ Tae Heum Jeong

Tae Heum Jeong

Senior Vice President of Finance & Chief Financial Officer

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PHARMACEUTICALS



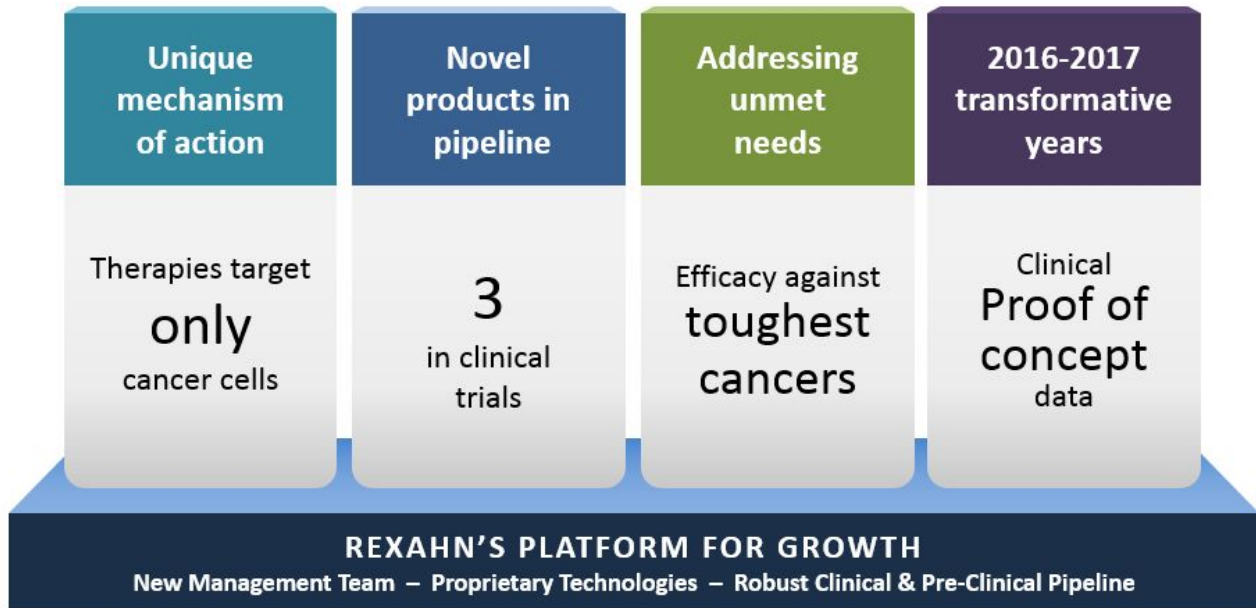
Investor Presentation

September 2015

Safe Harbor Statement

The statements that follow (including projections and business trends) are forward-looking statements. Rexahn's actual results may differ materially from anticipated results and expectations expressed in these forward-looking statements, including as a result of certain risks and uncertainties, such as Rexahn's lack of profitability, 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.

Rexahn: Developing the Next Generation of Cancer Therapies*



Next Generation of Cancer Therapies

The Company

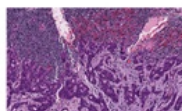
The Pipeline

The Future



Rexahn: At a Glance

- Clinical stage biopharmaceutical company developing novel targeted cancer therapeutics
 - selectively destroy cancer cells
 - spare normal, healthy cells
- Headquartered in Rockville, Maryland
- NYSE MKT: RNN
- Market cap: \$105M
 - 7% owned by management/insiders
- Cash and investments at June 30, 2015: \$26.0M
 - Estimated quarterly burn rate: ~4.0M
 - GAAP net loss for the three months ended June 30, 2015: \$(0.02)



New, Experienced Leadership Team – Built in Last 2 Years

Peter Suzdak Ph.D., Chief Executive Officer

- 25+ years experience in the biopharmaceutical industry
- Broad experience spanning pre-clinical, development and commercialization; 18 IND filings, 3 NDA submissions



Ely Benaim M.D., Chief Medical Officer

- 25+ years experience in healthcare including 15 years of clinical research experience in academia, government and pharmaceutical industry
- Extensive experience in global regulatory affairs



Ted Jeong D.Mgt., Sr. Vice President and Chief Financial Officer

- Extensive experience in venture capital and investment banking
- Oversees all aspects of capital raising, accounting, operations, and corporate development







Reza Mazhari, Vice President, Translational Medicine

- Experienced pharmaceutical executive; success taking multiple compounds from concept to clinic
- Co-Founder of Cardioxyl Pharmaceuticals, VP, Drug Discovery and Development at Cerecor



A Diversified Portfolio of Targeted Cancer Therapeutics

| Drug Candidate | Mechanism of Action | Preclinical | Phase I | Phase Ib/IIa | Preliminary Data | Clinical Proof of Concept |
|--|--|---|---------|--------------|--------------------------------|---------------------------|
| Supinoxin™ (RX-5902) | Phosphorylated p68 inhibitor |  | | | Phase I Q3 2015 | Initiate 2016 |
| RX-3117 | Cancer cell specific nucleoside analog |  | | | Phase I Q3 2015 | Initiate 2016 |
| Archexin® | Akt-1 inhibitor |  | | | Phase IIa Part 1 H2 2015 | Complete 2016 |
| Targeted Nano Technology Drug Delivery Platform | | | | | | |
| RX-21101 | Docetaxel conjugate |  | | | | |

What Differentiates Rexahn's Programs:

Potential Advantages Over Existing and Emerging Therapies

| | Traditional Chemotherapy | PD1 / CAR T-Cell Therapies | Rexahn Therapies |
|--|-------------------------------------|-------------------------------------|-------------------------------------|
| Selectively targets cancer cells | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| Reduced adverse events | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| Convenient oral dosing (Supinoxin™ and RX 3117) | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| Active against toughest cancers | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| Synergistic with existing therapies | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| Broad spectrum of anti-cancer activity | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

Next Generation of Cancer Therapies

The Company

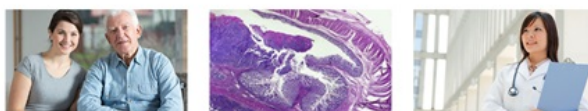
The Pipeline

The Future



Advancing Our Clinical-Stage Products*

| DRUG CANDIDATE | POTENTIAL INDICATION | STATUS | MARKET OPPORTUNITY |
|----------------|------------------------------------|-----------|--------------------|
| Supinoxin™ | Relapsed & Refractory Solid Tumors | Phase I | >\$3B |
| RX-3117 | Gemcitabine Resistant Solid Tumors | Phase Ib | >\$4B |
| Archexin® | Metastatic Renal Cell Carcinoma | Phase IIa | >\$700M |



Potential First-in-Class Inhibitor of a Unique Cancer Protein

The Candidate

- Orally active, highly potent small molecule inhibitor of phosphorylated p68 (p-p68)

Significant Unmet Medical Need

- Demonstrated activity in >100 human cancer cell lines including: triple-negative breast, colon, ovarian, pancreas, non small cell lung cancer, and renal

Clinical Development – Status

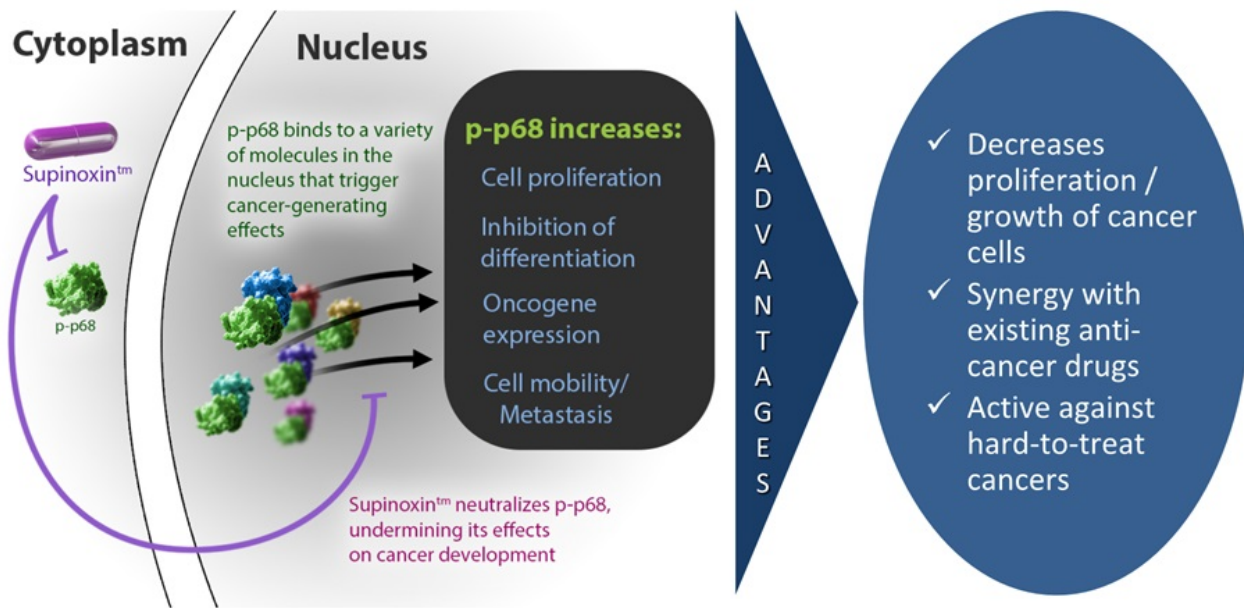
- Phase I clinical trial with Supinoxin™ in cancer patients is ongoing
 - Preliminary data expected Q3 2015
- Initiate Clinical Proof-of-Concept study in 2016

Commercial Potential

- Potential market opportunity: >\$3B
- Strong intellectual property protection
- Ongoing corporate partnership discussions

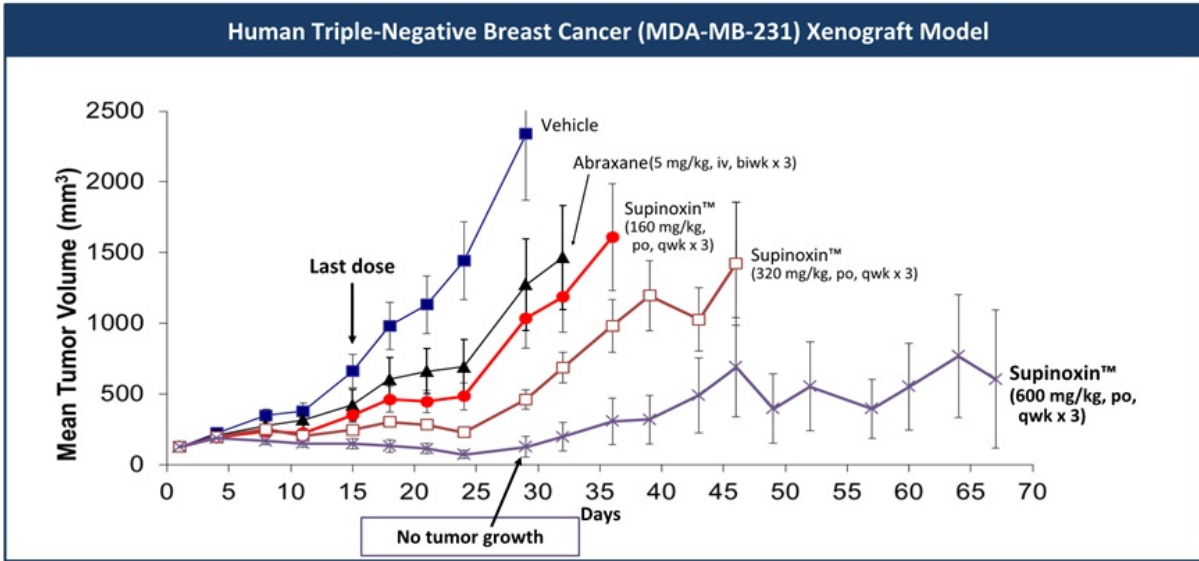


Potent, Well-Tolerated with Activity Against Difficult-to-Treat Cancers*



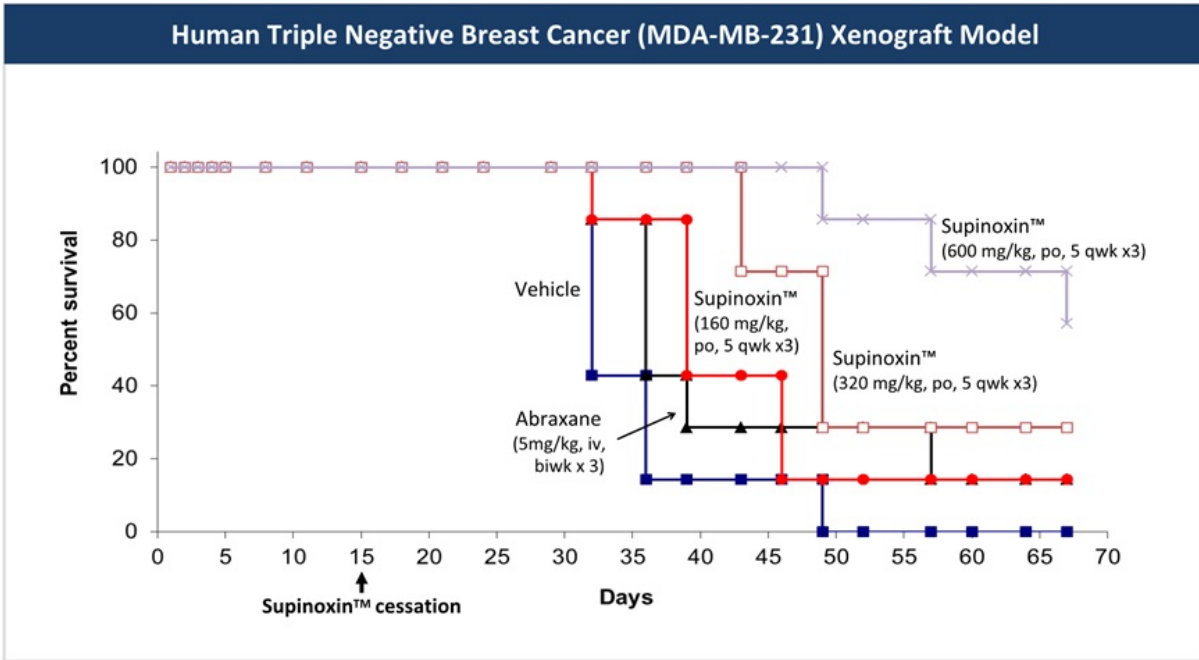
Supinoxin™ MOA supports a biomarker strategy for patient selection

Blocks the Growth of Human Triple-Negative Breast Cancer Cells



Large opportunity: Triple Negative Breast Cancer represents 20% of breast cancer diagnoses with limited treatment options; potential rapid path to market

Survival Benefit in Human Triple Negative Breast Cancer Animal Models



Ongoing Phase I Dose-Escalation Trial

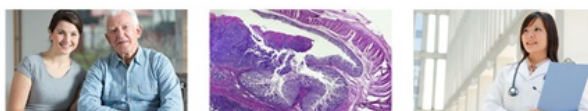
| Primary Endpoints | |
|-------------------------------------|---|
| Maximum Tolerated Dose (MTD) | <input checked="" type="checkbox"/> 25, 50, 100, 150, 225, 300 , 425, 575, and 775 mg dose cycles complete <input checked="" type="checkbox"/> Patient enrollment and dosing ongoing <input type="checkbox"/> Maximum tolerated dose (MTD) not yet achieved |
| Dose Limiting Toxicities | <input type="checkbox"/> Not yet determined |
| Safety Profile* | <input checked="" type="checkbox"/> Preliminary - Safe and well tolerated requiring testing of additional higher doses to define MTD <input type="checkbox"/> Preliminary data expected Q3 2015 |
| Secondary Endpoints | |
| Pharmacokinetics | <input checked="" type="checkbox"/> Dose-proportional exposure – Estimated oral bioavailability of 51% <input checked="" type="checkbox"/> Pharmacokinetics similar to what was seen in preclinical models <input type="checkbox"/> Preliminary data expected Q3 2015 |
| Tumor Response | <input type="checkbox"/> Preliminary data expected Q3 2015 |

Clinical Plan – Determine Clinical Activity Prior to Initiating Pivotal Phase Ib/Ia Clinical Trial

| Drug Candidate | 2015 | H1 2016 | H2 2016 / 2017 | Indication |
|-------------------------|-----------------------------|-------------|----------------|-------------------------------|
| Supinoxin™ (RX-5902) | Phase Ib Safety + MTD Study | | | |
| | New Study 3 arms | Phase Ib/Ia | | Triple-negative breast cancer |
| | | Phase Ib/Ia | | Colon cancer |
| | | Phase Ib/Ia | | Ovarian cancer |

Advancing Our Clinical-Stage Products*

| DRUG CANDIDATE | POTENTIAL INDICATION | STATUS | MARKET OPPORTUNITY |
|----------------|------------------------------------|-----------|--------------------|
| Supinoxin™ | Relapsed & Refractory Solid Tumors | Phase I | >\$3B |
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| Archexin® | Metastatic Renal Cell Carcinoma | Phase IIa | >\$700M |



Novel Next Generation Nucleoside Compound

The Candidate

- Cancer cell specific small molecule nucleoside analogue that inhibits DNA and RNA synthesis causing cell death
- Prodrug activated by UCK2 which is only present in cancer cells
- Active following oral administration

Significant Unmet Medical Need

- Gemcitabine-resistant cancers: bladder, colon, pancreatic, non-small cell lung cancer, renal and other solid tumors

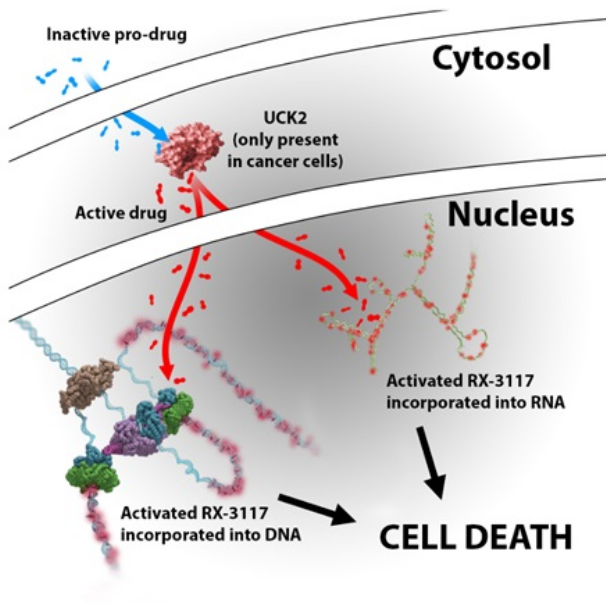
Clinical Development – Status

- Completed Phase I trial confirming oral bioavailability and initial safety
- Phase Ib clinical trial in cancer patients is ongoing
 - Preliminary data expected Q3 2015
- Initiate Clinical Proof-of-Concept study in 2016

Commercial Potential

- Potential market opportunity: >\$4B
- Strong intellectual property portfolio
- Ongoing partnership discussions

Well Tolerated with Tumor-Specific Activity in Drug-Resistant Cancers*

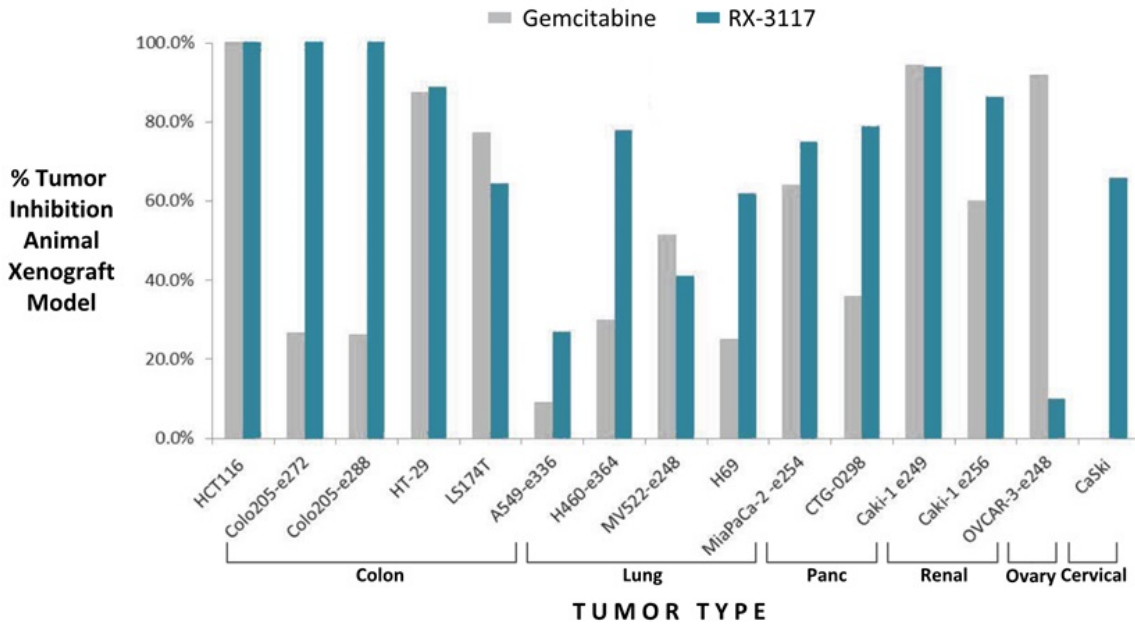


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- ✓ Anti-tumor activities against a broad spectrum of cancers
- ✓ Anti-cancer effect on gemcitabine resistant cancers

RX-3117 MOA supports a biomarker strategy for patient selection

Efficacy Against Broad Range of Human Cancer Cell Types

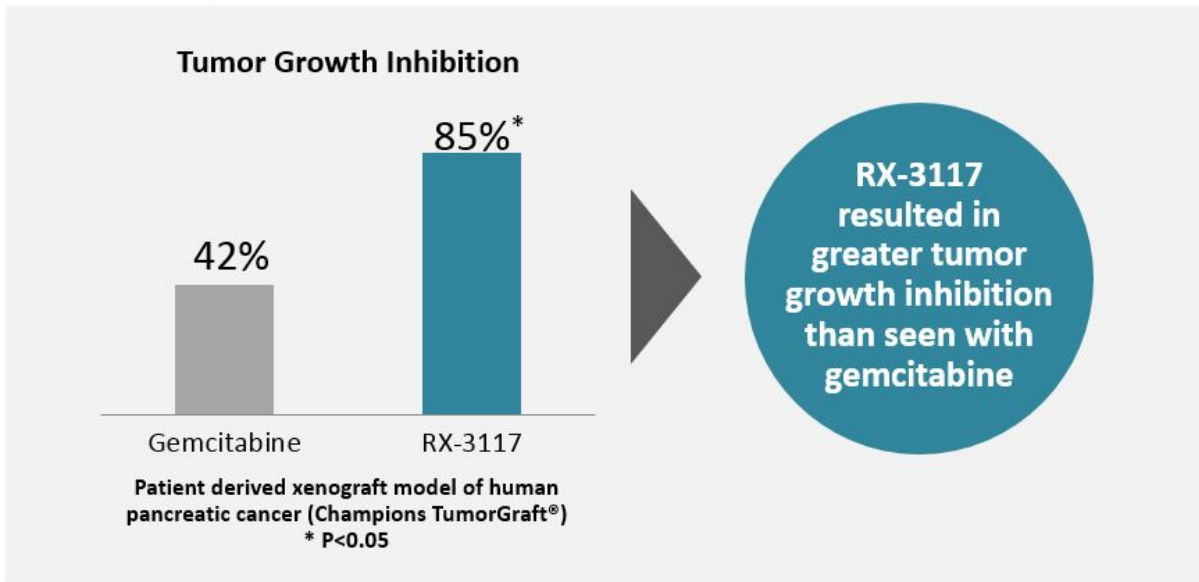


More effective than Gemcitabine across broad range of human tumor types

Effective Against Gemcitabine Resistant Cancers – Key Advantage

The Need

25%-40% of cancer patients receiving gemcitabine rapidly become resistant to chemotherapy



Ongoing Phase Ib Dose-Escalation Trial

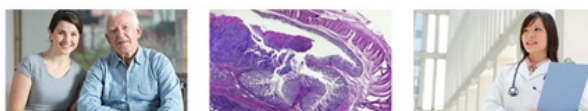
| Primary Endpoints | |
|-------------------------------------|---|
| Maximum Tolerated Dose (MTD) | <input checked="" type="checkbox"/> 30, 60, 100, 150, 200, 500, 1000, and 1500 mg dose cycles complete <input checked="" type="checkbox"/> Patient enrollment and dosing ongoing <input type="checkbox"/> Maximum tolerated dose (MTD) not yet achieved |
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Clinical Plan – Determine Clinical Activity Prior to Initiating a Pivotal Phase Ib/Ia Clinical Trial

| Drug Candidate | 2015 | H1 2016 | H2 2016 / 2017 | Indication |
|----------------|-----------------------------|-------------|----------------|-------------------|
| RX-3117 | Phase Ib Safety + MTD Study | | | |
| | New Study 3 arms | Phase Ib/Ia | | Pancreatic cancer |
| | | Phase Ib/Ia | | Bladder cancer |
| | | Phase Ib/Ia | | NCSL cancer |

Advancing Our Clinical-Stage Products*

| DRUG CANDIDATE | POTENTIAL INDICATION | STATUS | MARKET OPPORTUNITY |
|----------------|------------------------------------|-----------|--------------------|
| Supinoxin™ | Relapsed & Refractory Solid Tumors | Phase I | >\$3B |
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Potential Best-in-Class AKT-1 Inhibitor

The Candidate

- Novel inhibitor of cancer cell signaling protein, Akt-1, increasing cancer cell death
- Targets clinically validated cancer pathway
- Also inhibits drug resistance; synergistic with approved drugs

Significant Unmet Medical Need

- Currently targeting metastatic renal cell carcinoma (mRCC)

Clinical Development – Status

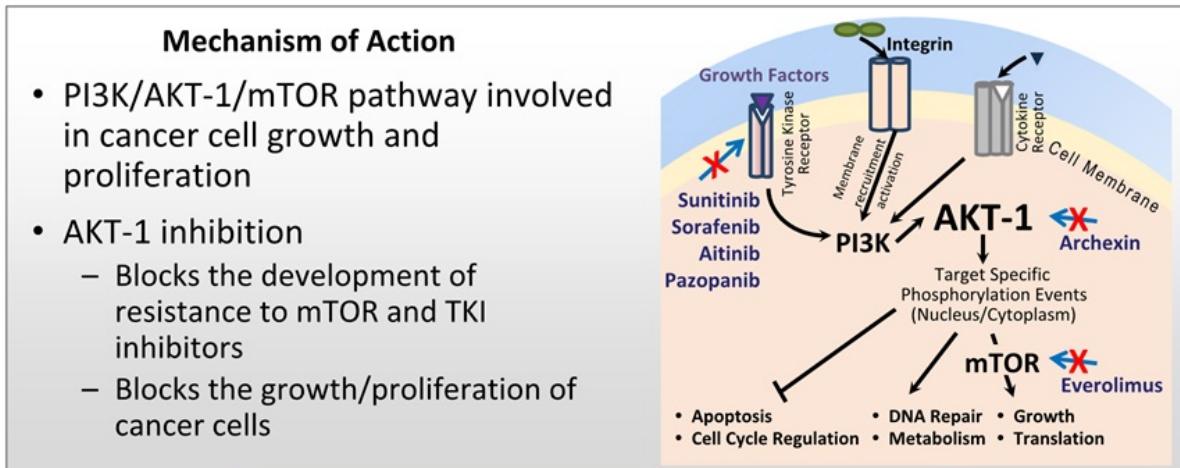
- Completed Phase I trial in cancer patients
- Pancreatic cancer- Phase IIa completed
- Phase IIa trial in metastatic RCC – ongoing
 - Initial combination safety data mid 2015

Commercial Potential

- FDA orphan drug designation for 5 cancers (renal, glioblastoma, ovarian, stomach, pancreas)
- Potential market opportunity: >\$700M
- Strong intellectual property portfolio
- Ongoing partnership discussions



Archexin® Targets A Clinically Validated Cancer Pathway*



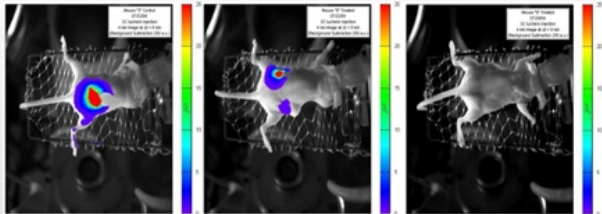
ADVANTAGES

- ✓ Decreases proliferation / growth of cancer cells
- ✓ Decreases new blood vessel growth
- ✓ Decreases drug resistance

AKT-1 may be used as a biomarker to aid in patient selection

Archexin®: A Selective Inhibitor of AKT-1

Xenograft model using luciferase-expressing human pancreatic cancer cells



Control

+Archexin (1 week)

+Archexin (2 weeks)

Archexin®: AKT-1 Inhibitor

- Anti-cancer activity against multiple solid cancer tumors
- Synergistic with mTOR and tyrosine kinase inhibitors
- Prevents the development of resistance to mTOR inhibitors

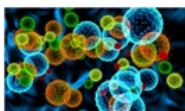
Completed Phase I and Phase IIa Trials

Phase I (Cancer Patients with Solid Tumors)

| Primary Endpoints | |
|------------------------------|--|
| Maximum Tolerated Dose (MTD) | ▪ 250 mg/m ² /d in patients with an advanced cancer after up to two cycles of treatment |
| Dose Limiting Toxicities | ▪ Grade 3 fatigue; no significant hematological abnormalities |

Phase IIa (Metastatic Pancreatic Cancer Patients)

| Primary Endpoint | |
|------------------|---|
| Tumor Response | ▪ Archexin in combination with gemcitabine provided a median survival of 9.1 months compared to 5.65 months for gemcitabine alone |



Only Selective AKT-1 Inhibitor in Clinical Development - Status

Phase IIa

Study Design

- Metastatic renal cell carcinoma (mRCC)
- Second line therapy
- Administered in combination with everolimus (Afinitor®)
- Part A: Identify maximum tolerated dose in combination with everolimus
- Part B: Determine safety and efficacy in 30 additional mRCC patients



Next Generation of Cancer Therapies

The Company

The Pipeline

The Future



Robust Pipeline Targeting Multiple Cancer Indications

| Drug Candidate | 2015 | H1 2016 | H2 2016 / 2017 | Proposed Indications |
|-------------------------|--------------------------------------|--|----------------------|-------------------------------|
| Supinoxin™ (RX-5902) | Phase Ib Safety + MTD Study | | | |
| | | Phase Ib/IIa | | Triple-negative breast cancer |
| | | Phase Ib/IIa | | Colon cancer |
| | | Phase Ib/IIa | | Ovarian cancer |
| RX-3117 | Complete Phase Ib Safety + MTD Study | | | |
| | | Phase Ib/IIa | | Pancreatic cancer |
| | | Phase Ib/IIa | | Bladder cancer |
| | | Phase Ib/IIa | | NSCL cancer |
| Archexin® | Report Ph IIa Safety Data Part 1 | Initiate Ph IIa Safety + Efficacy Study Part 2 | Ph IIa Data Readouts | Metastatic renal cell cancer |

Developing the Next Generation of Cancer Therapies

- 1** Advance cancer therapies through proof-of-concept clinical development
- 2** Establish partnerships with pharmaceutical companies; focus on maximizing shareholder value
- 3** Advance pre-clinical oncology programs to address significant unmet needs



rexahn

PHARMACEUTICALS



Investor Presentation

September 2015