PRO PHARMACEUTICALS INC
Form 424B3
November 15, 2010
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**Filed pursuant to Rule 424(b)(3)**

**File Number 333-169463**

**PRO-PHARMACEUTICALS, INC.**

**PROSPECTUS SUPPLEMENT NO. 1**

**THE DATE OF THIS SUPPLEMENT IS NOVEMBER 12, 2010**

**ON NOVEMBER 12, 2010, PRO-PHARMACEUTICALS, INC. FILED THE ATTACHED**

**FORM 10-Q FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2010**

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# UNITED STATES

# SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

# FORM 10-Q

x **Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
**For the quarterly period ended September 30, 2010**

¨ **Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
**For the transition period from to**

**Commission File No. 000-32877**

# PRO-PHARMACEUTICALS, INC.

| **Nevada** | **04-3562325** |
|---|---|
| **(State or other jurisdiction** | **(I.R.S. Employer** |

| of incorporation) | Identification No.) |
|---|---|
| **7 Wells Avenue, Newton, Massachusetts**<br>**(Address of Principal Executive Offices)** | **02459**<br>**(Zip Code)** |

**(617) 559-0033**

**(Registrant s Telephone Number, Including Area Code)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. x Yes ¨ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.05 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ¨ Yes ¨ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

| | |
|---|---|
| Large Accelerated Filer ¨ | Accelerated Filer ¨ |
| Non-Accelerated Filer ¨ (Do not check if a smaller reporting company) | Smaller reporting company x |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ¨ Yes x No

The number of shares outstanding of the registrant s common stock as of November 10, 2010 was 62,184,664.

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**FOR THE QUARTER ENDED SEPTEMBER 30, 2010**


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**PRO-PHARMACEUTICALS, INC.**

**(A Development-Stage Company)**

**CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)**

| | September 30, 2010 | December 31, 2009 |
|---|---|---|
| | (in thousands) | |
| **ASSETS** | | |
| Current assets: | | |
| Cash and cash equivalents | $ 2,814 | $ 251 |
| Prepaid expenses and other current assets | 50 | 53 |
| Total current assets | 2,864 | 304 |
| Property and equipment, net | 9 | 17 |
| Restricted cash | 59 | 59 |
| Intangible assets, net | 53 | 56 |
| Total assets | $ 2,985 | $ 436 |
| **LIABILITIES, REDEEMABLE CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS DEFICIT** | | |
| Current liabilities: | | |
| Accounts payable | $ 189 | $ 221 |
| Accrued expenses | 582 | 779 |
| Accrued dividends payable | | 52 |
| Total current liabilities | 771 | 1,052 |
| Warrant liabilities | 1,442 | 1,633 |
| Other long-term liabilities | 14 | 304 |
| Total liabilities | 2,227 | 2,989 |
| Commitments and contingencies (Note 8) | | |
| Series B-1 12% redeemable convertible preferred stock; 900,000 shares authorized, 900,000 shares issued and outstanding at September 30, 2010 and December 31, 2009, redemption value: $1,800,000, liquidation value: $1,800,000 at September 30, 2010 | 1,601 | 1,270 |
| Series B-2 12% redeemable convertible preferred stock; 2,100,000 shares authorized, 2,100,000 and 1,330,000 issued and outstanding at September 30, 2010 and December 31, 2009, respectively, redemption value: $4,200,000, liquidation value: $4,200,000 at September 30, 2010 | 1,985 | 644 |
| Stockholders deficit: | | |
| Series A 12% convertible preferred stock; 5,000,000 shares authorized, 1,592,500 and 1,642,500 issued and outstanding at September 30, 2010 and December 31, 2009, respectively | 644 | 664 |
| Common stock, $0.001 par value; 300,000,000 shares authorized at September 30, 2010 and December 31, 2009; 60,696,529 and 51,742,090 issued and outstanding at September 30, 2010 and December 31, 2009, respectively | 61 | 52 |

| | | |
|---|---|---|
| Additional paid-in capital | 51,373 | 42,532 |
| Deficit accumulated during the development stage | (54,906) | (47,715) |
| Total stockholders deficit | (2,828) | (4,467) |
| Total liabilities, redeemable convertible preferred stock and stockholders deficit | $ 2,985 | $ 436 |

See notes to unaudited condensed consolidated financial statements.

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**PRO-PHARMACEUTICALS, INC.**

**(A Development-Stage Company)**

**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)**

| | Three Months Ended September 30, | | Nine Months Ended September 30, | | Cumulative from inception through September 30, 2010 |
|---|---|---|---|---|---|
| | 2010 | 2009 | 2010 | 2009 | |
| | (in thousands, except share and per share amounts) | | | | |
| Operating expenses: | | | | | |
| Research and development | $ 313 | $ 289 | $ 676 | $ 865 | $ 19,141 |
| General and administrative | 899 | 961 | 2,918 | 4,111 | 33,908 |
| Total operating expenses | 1,212 | 1,250 | 3,594 | 4,976 | 53,049 |
| Total operating loss | (1,212) | (1,250) | (3,594) | (4,976) | (53,049) |
| Other income: | | | | | |
| Interest income | 3 | 1 | 4 | 3 | 774 |
| Interest expense | | | | | (4,451) |
| Change in fair value of convertible debt instrument | | | | | (3,426) |
| Change in fair value of warrant liabilities | 100 | (122) | (1,311) | (1,836) | 9,476 |
| Other income | | 2 | | 2 | 2 |
| Total other income (expense) | 103 | (119) | (1,307) | (1,831) | 2,375 |
| Net loss | $ (1,109) | $ (1,369) | $ (4,901) | $ (6,807) | $ (50,674) |
| Series A 12% preferred stock dividend | (48) | (53) | (144) | (157) | (592) |
| Series B-1 12% preferred stock dividend | (57) | (59) | (171) | (146) | (375) |
| Series B-2 12% preferred stock dividend | (134) | (50) | (349) | (65) | (486) |
| Series B preferred stock accretion | (551) | (384) | (1,626) | (936) | (3,033) |
| Net loss applicable to common stock | $ (1,899) | $ (1,915) | $ (7,191) | $ (8,111) | $ (55,160) |
| Basic and diluted net loss per share | $ (0.03) | $ (0.04) | $ (0.13) | $ (0.17) | |
| Shares used in computing basic and diluted net loss per share | 58,764 | 48,447 | 54,268 | 48,232 | |

See notes to unaudited condensed consolidated financial statements.

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**PRO-PHARMACEUTICALS, INC.**

**(A Development-Stage Company)**

**CONSOLIDATED STATEMENT OF CHANGES IN REDEEMABLE CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS DEFICIT**

**NINE MONTHS ENDED SEPTEMBER 30, 2010 (UNAUDITED)**

**(in thousands except share data)**

| | Series B-1 12% Redeemable Convertible Preferred Stock | | Series B-2 12% Redeemable Convertible Preferred Stock | | Series A 12% Convertible Preferred Stock | | Stockholders Deficit | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Number of Shares | Amount | Number of Shares | Amount | Number of Shares | Amount | Common Stock Number of Shares | Amount | Additional Paid-In Capital | Deficit Accumulated During the Development Stage | Total Stockholders Deficit |
| Balance at December 31, 2009 | 900,000 | $ 1,270 | 1,330,000 | $ 644 | 1,642,500 | $ 664 | 51,742,090 | $ 52 | $ 42,532 | $ (47,715) | $ (4,467) |
| Issuance of Series B-2 redeemable convertible preferred stock and warrants, net of issuance costs of $77 | | | 770,000 | 434 | | | | | 1,029 | | 1,029 |
| Beneficial conversion feature recognized on issuance of series B-2 redeemable convertible preferred stock | | | | (388) | | | | | 388 | | 388 |
| Accretion of Series B-1 and B-2 redeemable convertible preferred stock to redemption value | | 331 | | 971 | | | | | | (1,302) | (1,302) |
| Accretion of beneficial conversion feature for Series B-2 | | | | 324 | | | | | | (324) | (324) |
| Series A 12% convertible | | | | | | | 196,086 | | 196 | (144) | 52 |

| | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| preferred stock dividend | | | | | | | | | | | |
| Series B-1 12% redeemable convertible preferred stock dividend | | | | | | | 342,429 | | 171 | (171) | |
| Series B-2 12% redeemable convertible preferred stock dividend | | | | | | | 698,013 | 1 | 348 | (349) | |
| Issuance of restricted common stock | | | | | | | 100,000 | | | | |
| Exercise of common stock warrants | | | | | | | 6,983,911 | 7 | 4,987 | | 4,994 |
| Exercise of common stock options | | | | | | | 584,000 | 1 | 127 | | 128 |
| Conversion of Series A to common stock | | | | | (50,000) | (20) | 50,000 | | 20 | | |
| Stock-based compensation | | | | | | | | | 1,575 | | 1,575 |
| Net loss | | | | | | | | | | (4,901) | (4,901) |
| Balance at September 30, 2010 | 900,000 | $ 1,601 | 2,100,000 | $ 1,985 | 1,592,500 | $ 644 | 60,696,529 | $ 61 | $ 51,373 | $ (54,906) | $ (2,828) |

See notes to unaudited condensed consolidated financial statements.

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**PRO-PHARMACEUTICALS, INC.**

**(A Development-Stage Company)**

**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**

| | Nine Months Ended September 30, | | Cumulative Period from Inception (July 10, 2000) to September 30, 2010 |
|---|---|---|---|
| | 2010 | 2009 | |
| | | (in thousands) | |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | | |
| Net loss | $ (4,901) | $ (6,807) | $ (50,674) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | | |
| Depreciation and amortization | 11 | 30 | 536 |
| Stock-based compensation expense | 1,575 | 1,368 | 5,970 |
| Non-cash interest expense | | | 4,279 |
| Change in fair value of convertible debt instrument | | | 3,426 |
| Change in fair value of warrant liabilities | 1,311 | 1,836 | (9,476) |
| Write off of intangible assets | | | 336 |
| Changes in operating assets and liabilities: | | | |
| Prepaid expenses and other current assets | 3 | 9 | (47) |
| Accounts payable and accrued expenses | (228) | 191 | 842 |
| Other long-term liabilities | (290) | 308 | 14 |
| Net cash used in operating activities | (2,519) | (3,065) | (44,794) |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | | |
| Purchases of property and equipment | | | (421) |
| Change in restricted cash | | | (59) |
| Increase in patents costs and other assets | | | (404) |
| Net cash used in investing activities | | | (884) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | | |
| Net proceeds from issuance of common stock and warrants | | | 28,690 |
| Net proceeds from exercise of common stock options and warrants | 3,619 | | 3,619 |
| Net proceeds from issuance of Series A 12% Convertible Preferred Stock and related warrants | | | 1,691 |
| Net proceeds from issuance of Series B-1 12% Redeemable Convertible Preferred Stock and related warrants | | 1,548 | 1,548 |
| Net proceeds from issuance of Series B-2 12% Redeemable Convertible Preferred Stock and related warrants | 1,463 | 1,867 | 3,935 |
| Net proceeds from issuance of convertible debt instruments | | | 10,621 |
| Repayment of convertible debt instruments | | | (1,641) |
| Proceeds from issuance of common stock warrants | | | 20 |
| Proceeds from (repayments of) shareholder advances | | (200) | 9 |
| Net cash provided by financing activities | 5,082 | 3,215 | 48,492 |

| | | | |
|---|---|---|---|
| NET INCREASE IN CASH AND CASH EQUIVALENTS | 2,563 | 150 | 2,814 |
| CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD | 251 | 318 | |
| CASH AND CASH EQUIVALENTS, END OF PERIOD | $ 2,814 | $ 468 | $ 2,814 |
| SUPPLEMENTAL DISCLOSURE Cash paid for interest | $ | $ | $ 114 |
| NONCASH FINANCING ACTIVITIES: | | | |
| Issuance of equity warrants in connection with equity offerings | $ 1,029 | $ 2,424 | $ 5,037 |
| Conversion of accrued expenses into common stock | | | 303 |
| Cashless exercise of stock options | | 24 | 98 |
| Conversion and redemptions of convertible notes and accrued interest into common stock | | | 12,243 |
| Conversion of extension costs related to convertible notes into common stock | | | 171 |
| Payment of Convertible Preferred Stock dividend in common stock | 716 | 316 | 1,149 |
| Issuance of warrants to induce conversion of notes payable | | | 503 |
| Issuance of stock to acquire Pro-Pharmaceuticals-NV | | | 107 |

See notes to unaudited condensed consolidated financial statements.

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**PRO-PHARMACEUTICALS, INC.**

**(A DEVELOPMENT-STAGE COMPANY)**

**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**1. Basis of Presentation**

The unaudited condensed consolidated financial statements as reported in this Quarterly Report on Form 10-Q reflect all adjustments which are, in the opinion of management, necessary to present fairly the financial position of Pro-Pharmaceuticals, Inc. (the Company ) as of September 30, 2010 and the results of its operations for the three and nine-months ended September 30, 2010 and 2009 and the cumulative period from inception (July 10, 2000) through September 30, 2010 and its cash flows for the nine months ended September 30, 2010 and 2009, and for the cumulative period from inception (July 10, 2000) to September 30, 2010. All adjustments made to the interim financial statements include all those of a normal and recurring nature. The Company considers events or transactions that occur after the balance sheet date but before the financial statements are issued to provide additional evidence relative to certain estimates or to identify matters that require additional disclosure. Subsequent events have been evaluated through the date these financial statements are available to be issued. The results for interim periods are not necessarily indicative of results which may be expected for any other interim period or for the full year.

The unaudited condensed consolidated financial statements of the Company should be read in conjunction with its Annual Report on Form 10-K for the year ended December 31, 2009.

The financial statements of the Company have been prepared assuming that the Company will continue as a going concern. As shown in the unaudited condensed consolidated financial statements, the Company incurred cumulative net losses applicable to common stockholders of approximately $55.2 million for the cumulative period from inception (July 10, 2000) through September 30, 2010. The Company s net losses have resulted principally from costs associated with (i) research and development expenses, including clinical trial costs, (ii) general and administrative activities and (iii) the Company s financing transactions including interest and the costs related to fair value accounting for the Company s convertible debt instrument and warrant liabilities. As a result of planned expenditures for future research, discovery, development and commercialization activities and potential legal cost to protect its intellectual property, the Company expects to incur additional losses and use additional cash in its operations for the foreseeable future. From inception (July 10, 2000) through September 30, 2010, the Company has raised a net total of approximately $48.5 million in capital through sale and issuance of common stock, common stock warrants, convertible preferred stock, redeemable convertible preferred stock, convertible debt securities in public and private offerings and the exercise of common stock options and warrants. From inception (July 10, 2000) through September 30, 2010, the Company has used approximately $44.8 million of cash in its operations.

The Company s Form 10-K, which was filed with the SEC on March 12, 2010, contained an audit opinion that expresses doubt about the ability of the Company to continue as a going concern for a reasonable period of time. At September 30, 2010, the Company had $2,814,000 of unrestricted cash and cash equivalents available to fund future operations. Subsequent to September 30, 2010, the Company issued 1,488,135 shares of common stock for the exercise of common stock warrants, resulting in cash proceeds of $904,000. Additionally, in October 2010, the Company received a payment of $200,000 for the sale of DAVANAT® (see Agreement with PROCAPS S.A.) and, in November 2010, the Company received $255,000 from the Internal Revenue Service under the Qualifying Therapeutic Discovery Project Program (see Note 9, Subsequent Events). The Company believes that with the funds on hand at September 30, 2010 and cash received subsequent to quarter end, there is sufficient cash to fund operations into the third quarter of 2011. The Company is actively seeking to raise additional capital and has significantly reduced its administrative and clinical spending. If the Company is unsuccessful in raising additional capital before the end of the third quarter of 2011, the Company may be required to cease operations or seek bankruptcy protection. In light of the Company s current financial position and the uncertainty of raising sufficient capital to achieve its business plan, there is substantial doubt about the Company s ability to continue as a going concern. The accompanying financial statements do not include any adjustments that may result if such circumstances arise.

The Company is subject to a number of risks similar to those of other development-stage companies, including dependence on key individuals, uncertainty of product development and generation of revenues, dependence on outside sources of capital, risks associated with clinical trials of products, dependence on third-party collaborators for research operations, need for regulatory approval of products, risks associated with protection of intellectual property, and competition with larger, better-capitalized companies. Successful completion of the Company s development program and, ultimately, the attainment of profitable operations is dependent upon future events, including obtaining adequate financing to fulfill its development activities and achieving a level of revenues adequate to support the Company s cost structure. There are no

assurances that the Company will be able to obtain additional financing on favorable terms, or at all, or successfully market its products.

***Agreement with PROCAPS S.A.***

On March 25, 2010, the Company granted PROCAPS S.A. ( PROCAPS ) exclusive rights to market and sell DAVANAT® to treat cancer in Colombia, South America. PROCAPS is a large, international, privately held pharmaceutical company based in Barranquilla, Colombia. Under terms of the agreement, PROCAPS is responsible for obtaining regulatory and pricing approval in Colombia, South America. PROCAPS also will be responsible for the vial filling, packaging, marketing and distribution of DAVANAT® in the region.

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**PRO-PHARMACEUTICALS, INC.**

**(A DEVELOPMENT-STAGE COMPANY)**

**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Once approved for sale by regulators, the Company will receive a transfer payment for each dose of DAVANAT® shipped to PROCAPS, in addition to a royalty above a minimum annual sales threshold. There had been no such transfer payments and no sales had occurred as of September 30, 2010. In October 2010, the Company received a payment of $200,000 and shipped DAVANAT® to PROCAPS to be used by PROCAPS to qualify its vial filling process and to replicate the Company s stability study. The Company retains all intellectual property rights and is the owner of the regulatory approval of DAVANAT® in the region. PROCAPS has first negotiation rights to other countries in South and Central America and the Caribbean. Based on approval in Colombia, PROCAPS may then obtain the marketing authorization in more than 10 countries in Latin America.

***Recent Accounting Pronouncements***

In January 2010, the Financial Accounting Standards Board issued Accounting Standards Update No. 2010-06 for Fair Value Measurements and Disclosures (Topic 820): *Improving Disclosures about Fair Value Measurements*. This Update requires new disclosures for transfers in and out of Level 1 and 2 and activity in Level 3. This Update also clarifies existing disclosures for level of disaggregation and about inputs and valuation techniques. The new disclosures are effective for interim and annual periods beginning after December 15, 2009, except for the Level 3 disclosures, which are effective for fiscal years beginning after December 15, 2010 and for interim periods within those years. Other than requiring additional disclosures, adoption of this new guidance did not have a material impact on the Company s financial statements and is not expected to have a significant impact on the reporting of the Company s financial condition or results of operations.

**2. Stock-Based Compensation**

Stock-based compensation expense related to stock options and restricted stock totaled $206,000 and $1,121,000 for the three and nine-months ended September 30, 2010, respectively, and $232,000 and $1,147,000 for the three and nine-months ended September 30, 2009, respectively. Additionally, the Company granted options during the nine months ended September 30, 2010, of which $365,000 was included in accrued expenses at December 31, 2009.

***Stock Options***

The following table summarizes the stock option activity in the Company s equity incentive plans from December 31, 2009 through September 30, 2010:

| | Shares | Weighted Average Exercise Price |
|---|---|---|
| Outstanding, December 31, 2009 | 10,260,250 | $ 1.20 |
| Granted | 2,180,000 | 0.30 |
| Exercised | (554,000) | 0.20 |
| Options forfeited/cancelled | (57,000) | 2.70 |
| Outstanding, September 30, 2010 | 11,829,250 | $ 1.07 |

As of September 30, 2010, there was $337,000 of unrecognized compensation related to 1,861,461 unvested options which is expected to be recognized over a weighted average period of approximately 1.0 years. The weighted-average grant date fair value for options granted during the nine months ended September 30, 2010, was $0.26; there were no grants during the three months ended September 30, 2010. The weighted-average grant date fair value for options granted during the three and nine-month periods ended September 30, 2009 was $0.40 and

$0.27, respectively.

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**PRO-PHARMACEUTICALS, INC.**

**(A DEVELOPMENT-STAGE COMPANY)**

**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The fair value of the options granted is determined using the Black-Scholes option-pricing model. The following weighted average assumptions were used:

| | Nine Months Ended September 30, | | Cumulative Period from Inception (July 10, 2000) to September 30, |
|---|---|---|---|
| | 2010 | 2009 | 2010 |
| Risk-free interest rate | 2.38% | 2.00% | 2.44% |
| Expected life of the options | 5 years | 5 years | 5 years |
| Expected volatility of the underlying stock | 126% | 122% | 112% |
| Expected dividend rate | 0% | 0% | 0% |

***Restricted Stock.***

During the year ended December 31, 2009, the Company granted 2,500,000 shares of restricted common stock to members of its Board of Directors. These shares are restricted and any unvested shares are subject to forfeiture upon termination and would revert back to the Company. Of the 2,500,000 shares, 2,187,500 were vested as of September 30, 2010, an additional 156,250 will vest during the remainder of 2010 and 156,250 will vest in 2011. At September 30, 2010 there were 312,500 restricted shares remaining. The restricted shares were valued at $450,000 ($0.18 per share) at the date of grant and will be recognized over the vesting period.

In May 2010, the Company granted 100,000 shares of restricted common stock to a consultant. These shares are restricted until November 15, 2010 and any unvested shares are subject to forfeiture upon termination and would revert back to the Company. At September 30, 2010 there were 100,000 restricted shares remaining. The restricted shares were valued at $79,000 ($0.79 per share) at September 30, 2010, will be adjusted for unvested shares and will be recognized over the vesting period. During the three and nine-months ended September 30, 2010, the Company recognized expenses of $24,000 and $59,000, respectively.

**3. Accrued Expenses**

Accrued expenses consist of the following:

| | September 30, 2010 | December 31, 2009 |
|---|---|---|
| | (in thousands) | |
| Legal and accounting fees | $ 80 | $ 99 |
| Scientific and clinical fees | 12 | 12 |
| Accrued compensation | 73 | 414 |
| Accrued other | 99 | 100 |
| Accrued severance, current portion (see Note 8) | 318 | 154 |

| | | |
|---|---|---|
| Total | $ 582 | $ 779 |

**4. Common Stock Warrants**

The following table summarizes the stock warrant activity from December 31, 2009 through September 30, 2010:

| | Shares | Weighted Average Exercise Price |
|---|---|---|
| Outstanding, December 31, 2009 | 50,387,255 | $ 0.63 |
| Granted | 10,872,000 | 0.54 |
| Exercised | (6,983,911) | 0.50 |
| Forfeited/cancelled | (131,000) | 0.50 |
| Outstanding, September 30, 2010 | 54,144,344 | $ 0.63 |

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**PRO-PHARMACEUTICALS, INC.**

**(A DEVELOPMENT-STAGE COMPANY)**

**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Consultant Warrants***

In April 2009, the Company entered into agreements with consultants that provided for the grant of warrants for the purchase of 330,000 shares of common stock at an exercise price of $0.50 per share. Of the 330,000 warrants, 80,000 vested immediately and 250,000 will vest upon the achievement of certain milestones. The initial 80,000 warrants were valued at $32,000 on issuance based on the following assumptions: an expected life of 4 years, volatility of 134%, risk free interest rate of 1.76% and zero dividends and the expense recognized upon issuance. During the nine months ended September 30, 2010, 50,000 warrants vested (valued at $17,000 on the vesting date using the following assumptions: expected life of 3.06 years, volatility of 140%, risk free interest rates of 1.69% and zero dividends). When it became probable that the remaining 200,000 warrants would vest, the Company valued the warrants at $124,000 as of September 30, 2010 using the following assumptions: expected life of 2.54 years, volatility of 137%, risk free interest rates of 0.53% and zero dividends. The Company recognized expense related to the 200,000 warrants of $23,000 and $96,000 for the three and nine-months ended September 30, 2010.

In May 2009, the Company entered into agreements with consultants that provided for the grant of warrants to purchase 575,000 shares of common stock at an exercise price of $0.50 per share. The warrants were valued at $232,000 on issuance based on the following assumptions: an expected life of 5 years, volatility of 124%, risk free interest rate of 2.16% and zero dividends. The warrants vest through April 2011 and the Company recognized expense related to these warrants of $10,000 and $53,000 during the three and nine-months ended September 30, 2010, respectively, and $14,000 and $109,000 during the three and nine-months ended September 30, 2009. The following assumptions were used to value the warrants on September 30, 2010: an expected life of 3.59 years, volatility of 135%, risk free interest rate of 0.955% and zero dividends. As of September 30, 2010, 444,000 of these warrants were vested and 131,000 shares were forfeited. The agreements also provide for the issuance of additional warrants to purchase up to 150,000 shares of common stock based on the achievement of certain milestones. The Company will value and account for these potential warrants when it is determined that it is probable the milestones will be achieved.

In May 2010, the Company granted warrants to consultants for the purchase of 210,000 shares of common stock at an exercise price of $0.75 per share. The warrants were valued at $134,000 on issuance based on the following assumptions: an expected life of 4 years, volatility of 143%, risk free interest rate of 1.610% and zero dividends. The warrants vested immediately and the company recognized an expense of $134,000 related to these warrants during the nine-months ended September 30, 2010.

In May 2010, the Company entered into an agreement with a consultant that provided for the grant of warrants for the purchase of 72,000 shares of common stock at an exercise price of $2.50 per share. The warrants were initially valued at $40,000 on issuance based on the following assumptions: an expected life of 4 years, volatility of 143%, risk free interest rate of 1.610% and zero dividends. The warrants vest at a rate of 3,000 per month and the unvested warrants will be revalued as they vest. The following assumptions were used to value the warrants for the three months ended September 30, 2010: an expected life of 3.65 to 3.82 years, volatility of 139% to 141%, risk free interest rate of 0.955% to 1.22% and zero dividends. At September 30, 2010, 24,000 warrants were vested. The company recognized an expense of $4,000 and $11,000 related to these warrants during the three and nine-months ended September 30, 2010.

In May 2010, the Company entered into an agreement with a consultant that provided for the grant of warrants for the purchase of 500,000 shares of common stock at an exercise price of $0.75 per share. The warrants were initially valued at $320,000 on issuance based on the following assumptions: an expected life of 4 years, volatility of 143%, risk free interest rate of 1.610% and zero dividends. The warrants vest based on the achievement of certain fundraising milestones. At September 30, 2010, all 500,000 warrants were unvested. The Company will revalue and recognize the expense related to these warrants as they vest. The Company did not recognize any expense related to these warrants during the three and nine-months ended September 30, 2010, since the Company determined that it was not yet probable that the milestones will be achieved.

In June 2010, the Company entered into an agreement with a consultant, who is also a board member, which provided for the grant of warrants for the purchase of 600,000 shares of common stock at an exercise price of $0.71 per share. These warrants were initially valued at $365,000 based on the following assumptions: an expected life of 5 years, volatility of 129%, risk free interest rate of 1.8% and zero dividends. Of the

600,000 warrants, 150,000 vested immediately on signing of the agreement, 150,000 vest at the end of one year and the remaining 300,000 warrants vest based on the achievement of certain milestones. The following assumptions were used to value the warrants on September 30, 2010: an expected life of 4.71 years, volatility of 133%, risk free interest rate of 1.27% and zero dividends. The unvested warrants will be revalued as they vest. The Company recognized an expense of $60,000 and $160,000, related to these warrants during the three and nine-months ended September 30, 2010, respectively.

**5. Fair Value of Financial Instruments**

In general, fair values determined by Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities. Fair values determined by Level 2 inputs utilize data points that are observable, such as quoted prices, interest rates and yield curves. Fair values determined by Level 3 inputs utilize unobservable data points for the asset or liability. A majority of the Company s financial liabilities have been classified as Level 2. These Level 2 liabilities consist of warrant liabilities and have been valued using the Black-Scholes pricing model. The fair values of our money markets (cash equivalents), are readily determinable and have therefore been classified as Level 1 assets.

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**PRO-PHARMACEUTICALS, INC.**

**(A DEVELOPMENT-STAGE COMPANY)**

**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company uses the Black-Scholes pricing model to calculate fair value of its warrant liabilities. Key assumptions used to apply these models are as follows:

| | Warrant Liabilities | |
|---|---|---|
| | September 30, 2010 | December 31, 2009 |
| Risk free interest rate | 0.27% | 1.14% |
| Expected life | 0.87 years | 1.62 years |
| Expected volatility of common share price | 99% | 156% |
| Common share price | $ 0.79 | $ 0.28 |

Below is a summary of our fair value measurements at September 30, 2010 and December 31, 2009:

| | Value at Period End | Quoted prices in active markets (Level 1) | Significant other observable inputs (Level 2) | Significant unobservable inputs (Level 3) |
|---|---|---|---|---|
| | (in thousands) | | | |
| September 30, 2010: | | | | |
| Warrant liabilities | $ 1,442 | $ | $ 1,442 | $ |
| Money markets (cash and cash equivalents) | 2,330 | 2,330 | | |
| December 31, 2009: | | | | |
| Warrant liabilities | $ 1,633 | $ | $ 1,633 | $ |
| Money markets (cash and cash equivalents) | 229 | 229 | | |

The Company s financial instruments consist of cash equivalents, accounts payable and accrued expenses. The estimated fair value of these financial instruments approximates their carrying value due to their short-term nature.

**6. Series B Redeemable Convertible Preferred Stock**

Through a series of closings from February 2009 through May 2010, the Company issued and sold, pursuant to the 10X Agreement, a total of (i) 900,000 shares of Series B-1 convertible preferred stock ( Series B-1 redeemable convertible preferred stock or Series B-1 ) and related common stock warrants for 10,800,000 shares of common stock and (ii) 2,100,000 shares of Series B-2 convertible preferred stock ( Series B-2 redeemable convertible preferred stock or Series B-2 ) and related warrants for 25,200,000 shares of common stock. During the nine months ended September 30, 2010, the Company received total net cash proceeds of $1,463,000 from the issuance of 770,000 shares of Series B-2 and related warrants. During the nine months ended September 30, 2009, the Company received total net cash proceeds of $1,548,000 from the issuance of 900,000 shares of Series B-1 and related warrants and $1,867,000 from the issuance of 1,012,500 shares of Series B-2 and related warrants.

Upon notice of not less than 30 trading days, a holder of Series B may require the Company to redeem, in whole or in part, (i) the Series B-1 at any time on or after July 15, 2011 (as amended on August 6, 2010) and (ii) the Series B-2 at any time on or after two years or July 15, 2011, whichever is later (as amended on August 6, 2010), from the date of issuance of such shares of Series B-2. The redemption price will be equal to the sum of the stated value of the Series B, plus all accrued but unpaid dividends thereon, as of the redemption date. If the Company fails for any

reason to pay the redemption price in cash on the redemption date, then the holders of the Series B requesting redemption may, at their sole option, automatically convert their shares of Series B into a promissory note bearing interest at the rate of 15% per year and secured by a lien on all of the Company s assets. So long as any shares of the Series B remain outstanding, the Company is also subject to restrictions limiting, among other things, amendments to the Company s organizational documents; the purchase or redemption of the Company s capital stock; mergers, consolidations, liquidations and dissolutions; sales of assets; dividends and other restricted payments; investments and acquisitions; joint ventures, licensing agreements, exclusive marketing and other distribution agreements; issuances of securities; incurrence of indebtedness; incurrence of liens and other encumbrances and issuances of any common stock equivalents. Due to the redemption feature, the Company has presented the Series B outside of permanent equity, in the mezzanine of the condensed consolidated balance sheet at September 30, 2010.

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**PRO-PHARMACEUTICALS, INC.**

**(A DEVELOPMENT-STAGE COMPANY)**

**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The fair value of the warrants issued during 2010 in connection with the Series B-2 was $9,481,000 at the dates of issuance based on the following assumptions: an expected life of 5 years, volatility of 124% to 129%, risk free interest rates of 1.98% to 2.70% and zero dividends. The Company allocated the gross proceeds based on the relative fair value of the Series B-2 and the related warrants, resulting in $2,760,000 of the proceeds being allocated to additional paid-in capital. The issuance costs of the Series B-2 were recorded as a reduction to the carrying value of the Series B-2 when issued, and are accreted to the redemption value of the Series B-2 through the earliest redemption dates.

The Company analyzed the Series B-2, post-allocation of the gross proceeds, and determined that there was a beneficial conversion feature at the dates of issuance. Because the closing price of the common stock on the closing date was greater than the effective conversion price, $1,016,000 of the total proceeds (limited to the allocation of the proceeds) were allocated to an embedded beneficial conversion feature of the Series B-2. The amount allocated to the beneficial conversion feature was recorded as a discount to the Series B-2 is being accreted, with such accretion being charged through the earliest redemption dates.

**7. Loss Per Share**

Basic loss per share is based on the weighted-average number of common shares outstanding during each period. Diluted loss per share is based on basic shares as determined above plus the incremental shares that would be issued upon the assumed exercise of in-the-money stock options and warrants using the treasury stock method. The computation of diluted net loss per share does not assume the issuance of common shares that have an anti-dilutive effect on net loss per share. For the three and nine-month periods ended September 30, 2010 and 2009, all stock options, warrants and potential shares related to conversion of the Series A Preferred and the Series B Preferred were excluded from the computation of diluted net loss per share. Dilutive shares which could exist pursuant to the exercise of outstanding stock instruments and which were not included in the calculation because their affect would have been anti-dilutive are as follows:

| | September 30, 2010 (Shares) | September 30, 2009 (Shares) |
|---|---|---|
| Warrants to purchase shares of common stock | 54,144,344 | 46,577,255 |
| Options to purchase shares of common stock | 11,829,250 | 10,265,250 |
| Restricted shares subject to vesting | 412,500 | 2,500,000 |
| Shares of common stock issuable upon conversion of preferred stock | 13,592,500 | 9,392,500 |
| | 79,978,594 | 68,735,005 |

**8. Commitments and Contingencies**

***Separation Agreement Former Chief Executive Officer and Chairman of the Board of Directors***

In February 2009, in connection with the resignation of David Platt, Ph.D., the Company s former Chief Executive Officer and Chairman of the Company s Board of Directors, the Company entered into a Separation Agreement with Dr. Platt. The Separation Agreement provides that the Company shall continue to pay Dr. Platt his current salary at a monthly rate of $21,667 for 24 months and that the Company may defer payment of a portion of such salary amounts greater than $10,000 per month (so long as Dr. Platt does not receive payments of less than the salary payments being made to the Company s Chief Executive Officer). However, all deferred amounts will continue to accrue and will be payable on the earlier of (i) the Company receiving a minimum of $4.0 million of funding after February 12, 2009, or (ii) February 12, 2011. The Company

also agreed to continue to (i) provide health and dental insurance benefits to Dr. Platt, until the first to occur of February 12, 2011 or the date Dr. Platt and his family become eligible to receive health and dental insurance benefits under the plans of a subsequent employer and (ii) make the current monthly lease payments on his automobile until February 12, 2011. The Company recognized the full amount of the obligation related to the salary, health insurance and automobile during the first quarter of 2009. The remaining liability related to this severance is reflected in accrued expenses ($318,000) on the condensed consolidated balance sheet at September 30, 2010.

The Separation Agreement provides for the deferral of a $1.0 million severance payment due to Dr. Platt under his employment agreement until the occurrence of any of the following milestone events: (i) the approval by the Food and Drug Administration for a new drug application ( NDA ) for any drug candidate or drug delivery candidate based on the DAVANAT® technology (whether or not such technology is patented); (ii) consummation of a transaction with a pharmaceutical company expected to result in at least $10.0 million of equity investment or $50 million of royalty revenue to the Company; or (iii) the renewed listing of the Company s securities on a national securities exchange. Payment upon the events (i) and (iii) may be deferred up to nine months, and if the Company has insufficient cash at the time of any of such events, it may issue Dr. Platt a secured promissory note for such amount. If the Company files a voluntary or involuntary petition for bankruptcy, whether or not a milestone event has occurred, such event shall trigger the Company s obligation to pay the $1.0 million with the result that Dr. Platt may assert a claim for such obligation against the bankruptcy estate. Due to the uncertainties regarding the achievement of any of the milestone events as described, the Company has not accrued for the $1.0 million severance as of September 30, 2010. When it is deemed probable that one of the milestone events will be achieved, the Company will recognize the $1.0 million severance at that time.

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**PRO-PHARMACEUTICALS, INC.**

**(A DEVELOPMENT-STAGE COMPANY)**

**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Separation Agreement also provides that upon (i) the consummation of a transaction with a pharmaceutical company expected to result in at least $10.0 million of equity investment or $50.0 million of royalty revenue, the Company will grant Dr. Platt fully vested cashless-exercise stock options exercisable to purchase at least 300,000 shares of the Company s common stock for ten (10) years at an exercise price not less than the fair market value of the Common Stock determined as of the date of the grant ( Cashless Stock Options ) and (ii) approval by the FDA of the first NDA for any of the Company s drug or drug delivery candidates based on DAVANAT® technology (whether or not such technology is patented), the Company will grant Dr. Platt fully vested Cashless Stock Options to purchase at least 500,000 shares of common stock. Due to the uncertainties regarding the achievement of any of the milestones as described, the Company has not recognized the value of the unissued stock options as of September 30, 2010. When it is deemed probable that one of the milestones will be achieved, the Company will recognize the expense related to the issuance of the stock options at that time based on the then current fair value.

***Legal Proceedings***

The Company records accruals for such contingencies to the extent that the Company concludes that their occurrence is probable and the related damages are estimable. Other than claims and legal proceedings that arise from time to time in the ordinary course of business which are not material there has been no change in the matters reported in our Annual Report on Form 10-K for the year ended December 31, 2009.

**9. Subsequent Events**

The Company has evaluated all events or transactions that occurred through the date on which the financial statements were issued, noting the following:

Subsequent to September 30, 2010, the Company issued 1,488,135 shares of common stock for the exercise of common stock warrants, resulting in cash proceeds of $904,000.

In October 2010, the Company received a payment of $200,000 and shipped DAVANAT® to PROCAPS to be used by PROCAPS to qualify its vial filling process and to replicate the Company s stability study.

The Company was notified in November by the Internal Revenue Service that it has been awarded a total grant of $489,000 under the Qualifying Therapeutic Discovery Project Program (Section 48D of the Internal Revenue Code) for DAVANAT® and its GR-Series of anti-fibrotic, cirrhosis compounds. Of this amount, $255,000 has been received in 2010 with the remainder expected to be received in 2011.

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**Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations**

In addition to historical information, the following Management s Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements as defined under federal securities laws and is subject to the safe harbor created therein for forward-looking statements. Such statements include, but are not limited to, statements concerning our anticipated operating results, research and development, clinical trials, regulatory proceedings, legal proceedings, and financial resources, and can be identified by use of words such as, for example, anticipate, estimate, expect, project, intend, plan, believe and would, should, could or may. Forward-looking statements ar expectations, estimates and projections about the industry and markets in which Pro-Pharmaceuticals operates, and management s beliefs and assumptions. These statements are not guarantees of future performance and involve certain known and unknown risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements. Such risks and uncertainties are related to, without limitation, our early stage of development, our dependence on outside capital, uncertainties of our technology and clinical trials, uncertainties of regulatory approval requirements for our products, competition and stock price volatility in the biotechnology industry, limited trading volume for our stock, concentration of ownership of our stock, our collaboration arrangement with PROCAP, S.A., and other risks detailed herein and from time to time in our SEC reports. The following discussion should be read in conjunction with the accompanying consolidated financial statements and notes thereto of Pro-Pharmaceuticals appearing elsewhere herein.

***Overview***

We are a development-stage company engaged in the discovery and development of therapeutic compounds that target Galectin receptors that we believe enhance existing cancer treatments. We believe our therapeutics could also be used in the treatment of liver, microbial and inflammatory diseases. All of our products are presently in development, including pre-clinical and clinical trials.

Since our inception on July 10, 2000, our primary focus has been the development of a new generation of anti-cancer treatments using polysaccharide polymers which are designed to increase survival and improve the quality of life for cancer patients. Our lead product candidate, DAVANAT®, is a patented, new chemical entity that we believe, when administered in combination with chemotherapy or biologics, increases efficacy while reducing adverse side effects of the chemotherapy. We hold the patent on DAVANAT®, which was invented by company founders David Platt, Ph.D., our former Chief Executive Officer, and Anatole Klyosov, Ph.D., our Chief Scientist.

Subsequent to the quarter ended September 30, 2010, we received $904,000 from the exercise of warrants for 1,488,135 shares of our common stock. Additionally, in October 2010, the Company received a payment of $200,000 for the sale of DAVANAT®. We believe that with the cash received subsequent to quarter end and the cash on hand at September 30, 2010, there is sufficient cash to fund operations into the third quarter of 2011. We will require more cash to fund our operations and believe we will be able to obtain additional financing. However, there can be no assurance that we will be successful in obtaining such new financing or, if available, that such financing will be on terms favorable to us.

We were notified in November by the Internal Revenue Service that we have been awarded a total grant of $489,000 under the Qualifying Therapeutic Discovery Project Program (Section 48D of the Internal Revenue Code) for DAVANAT® and our GR-Series of anti-fibrotic, cirrhosis compounds. Of this amount, $255,000 has been received in 2010 with the remainder expected to be received in 2011.

*Development of DAVANAT® Technology*

In 2002, the FDA granted an Investigational New Drug ( IND ) application for us to administer DAVANAT® in combination with 5-FU to treat late-stage cancer patients with solid tumors. 5-FU is FDA-approved, and one of the most widely used chemotherapies for treatment of various types of cancer, including colorectal, breast and gastrointestinal. We believe that using DAVANAT® in combination with 5-FU enables greater absorption of the chemotherapy in cancer cells while reducing its toxic side effects.

The FDA also has granted us an IND for DAVANAT® to be administered with Avastin®, 5-FU and leucovorin in a combination therapy to treat early-stage colorectal cancer patients and an IND for DAVANAT® to be administered with 5-FU to treat early stage bile duct cancer patients. In addition, the FDA also has granted us, on a case-by-case basis, the ability to treat patients with breast cancer in response to physicians requests for so-called compassionate use .

To date, DAVANAT® has been administered to approximately 100 cancer patients. Data from a Phase II trial for end-stage colorectal cancer patients showed that DAVANAT® in combination with 5-FU extended median survival to 6.7 months with significantly reduced side effects, as compared to 4.6 months for best standard of care as determined by the patients physicians. These clinical trials also showed that patients experienced fewer adverse side effects of the chemotherapy and required less hospitalization.

Our pre-clinical and clinical trial data also show that DAVANAT® is well tolerated, safe and non-toxic.

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We believe, based on the outcome of our clinical trials to date, that DAVANAT®, when co-administered with 5-FU or biological drugs is superior to the current standard of care. We plan to file NDAs for DAVANAT® in combination with other chemotherapies and biologics. Biologics are therapeutic products based on materials derived from living materials.

According to its published guidance, the FDA initially determines whether a New Drug Application ( NDA ) filing is complete for purposes of allowing a review, and, if allowed, then determines whether to approve the NDA, a process that takes six or ten months. Upon approval, an applicant may commence commercial marketing and distribution of the approved products.

In May 2008, we submitted a Drug Master File ( DMF ) for DAVANAT® to the FDA. This is an important step toward the filing of our DAVANAT® NDA because a DMF contains confidential detailed information in support of the NDA about facilities, processes or articles used in the chemistry, manufacturing, controls, processing, packaging, and storing or stability of drugs. We believe the DMF represents a significant milestone in our eventual commercialization of DAVANAT® because it demonstrates our ability to produce commercial quantities of pharmaceutical-grade DAVANAT® under current Good Manufacturing Process ( cGMP ) standards. A DMF can be cross-referenced by potential partners to use in combination with other therapies to expedite clinical studies and submission of NDAs.

In September 2008, we submitted a clinical and pre-clinical package to the FDA in support of our DAVANAT® NDA. The FDA reported to us in its minutes for the December 2008 meeting that we will be required to conduct a Phase III trial to demonstrate superiority to the best standard of care for late stage colorectal cancer patients. We expect to meet with the FDA to finalize our plans for the Phase III trial.

On June 16, 2010, we announced the appointment of Peter Traber, M.D., as our interim Chief Medical Officer to, among other things, lead our FDA Phase III colorectal cancer trial for DAVANAT® as well as our overall FDA approval process. Dr. Traber has been a member of our Board of Directors since February 2009 and is President Emeritus and former Chief Executive Officer of Baylor School of Medicine. His previous positions include Senior Vice President of Clinical Development and Medical Affairs and Chief Medical Officer of GlaxoSmithKline, and Chief Executive Officer of the University of Pennsylvania Health System.

*Agreement with PROCAPS S.A.*

On March 25, 2010, we granted PROCAPS S.A. ( PROCAPS ) exclusive rights to market and sell DAVANAT® to treat cancer in Colombia, South America. PROCAPS is a large, international, privately held pharmaceutical company based in Barranquilla, Colombia. Under terms of the agreement, PROCAPS is responsible for obtaining regulatory and pricing approval in Colombia, South America. PROCAPS also will be responsible for the vial filling, packaging, marketing and distribution of DAVANAT® in the region.

Once approved for sale by regulators, we will receive a transfer payment for each dose of DAVANAT® shipped to PROCAPS, in addition to a royalty above a minimum annual sales threshold. In October 2010, we received payment of $200,000 and shipped DAVANAT® to PROCAPS for testing purposes. We retain all intellectual property rights and we are the owner of the regulatory approval of DAVANAT® in the region. PROCAPS has first negotiation rights to other countries in South and Central America and the Caribbean. Based on approval in Colombia, PROCAPS may then obtain the marketing authorization in 10 countries in Latin America.

***Results of Operations***

*Three and Nine-Months Ended September 30, 2010 Compared to Three and Nine-Months Ended September 30, 2009*

***Research and Development Expense.***

| | Three Months Ended September 30, | | Nine Months Ended September 30, | | 2010 as Compared to 2009 | | | |
|---|---|---|---|---|---|---|---|---|
| | | | | | Three Months | | Nine Months | |
| | 2010 | 2009 | 2010 | 2009 | $ Change | % Change | $ Change | % Change |
| | (In thousands, except %) | | | | | | | |
| Research and development | $ 313 | $ 289 | $ 676 | $ 865 | $ 24 | 8% | $ (189) | (22)% |

We generally categorize research and development expenses as either direct external expenses, comprised of amounts paid to third party vendors for services, or all other research and development expenses, comprised of employee payroll and general overhead allocable to research and

development. We subdivide external expenses between clinical programs and pre-clinical activities. We consider a clinical program to have begun upon acceptance by the FDA, or similar agency outside of the United States, to commence a clinical trial in humans, at which time we begin tracking expenditures by the product candidate. We have one product candidate DAVANAT® in clinical trials at this time. Clinical program expenses comprise payments to vendors related to preparation for, and conduct of, all phases of the clinical trial, including costs for drug manufacture, patient dosing and monitoring, data collection and management, oversight of the trials and reports of results. Pre-clinical expenses comprise all research and development amounts incurred before human trials begin, including payments to vendors for services related to product experiments and discovery, toxicology, pharmacology, metabolism and efficacy studies, as well as manufacturing process development for a drug candidate.

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Our research and development expenses for the three and nine-months ended September 30, 2010, as compared to the three and nine-months ended September 30, 2009, were as follows:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2010 | 2009 | 2010 | 2009 |
| | (in thousands) | | | |
| Direct external expenses: | | | | |
| Clinical programs | $ 196 | $ 2 | $ 338 | $ 107 |
| Pre-clinical activities | 14 | 154 | 24 | 257 |
| Stock based compensation | | 12 | 8 | 135 |
| All other research and development expenses | 103 | 121 | 306 | 366 |
| | $ 313 | $ 289 | $ 676 | $ 865 |

The increase in our research and development expense for the three months ended September 30, 2010 versus the same period in 2009 is due primarily to increased clinical programs related to a planned Phase III trial, offset by decreased salary expenses ($17,000) for all other research and development expenses. The decrease in our research and development expense for the nine months ended September 30, 2010 versus the same period in 2009 is due primarily to decreased work related to pre-clinical activities and decreased salary expense ($54,000) for all other research and development expenses, offset by increased clinical programs related to a planned phase III trial. Also, included in clinical programs are warrant expenses related to consultants of $60,000 and $163,000 during the three and nine-months ended September 30, 2010, respectively. We plan to initiate a Phase III trial as soon as we raise sufficient additional funds which will serve to increase our research and development expense.

Both the time required and costs we may incur in order to commercialize a drug candidate that would result in material net cash inflow are subject to numerous variables, and therefore we are unable at this stage of our development to forecast useful estimates. Variables that make estimates difficult include the number of clinical trials we may undertake, the number of patients needed to participate in the clinical trial, patient recruitment uncertainties, trial results as to the safety and efficacy of our product, and uncertainties as to the regulatory agency response to our trial data prior to receipt of marketing approval. Moreover, the FDA or other regulatory agencies may suspend clinical trials if we or an agency believes patients in the trial are subject to unacceptable risks, or find deficiencies in the conduct of the clinical trial. Delays or rejections may also occur if governmental regulation or policy changes during our clinical trials or in the course of review of our clinical data. Due to these uncertainties, accurate and meaningful estimates of the ultimate cost to bring a product to market, the timing of costs and completion of our program and the period during which material net cash inflows will commence are unavailable at this time.

***General and Administrative Expense.***

| | Three Months Ended September 30, | | Nine Months Ended September 30, | | 2010 as Compared to 2009 Three Months | | Nine Months | |
|---|---|---|---|---|---|---|---|---|
| | 2010 | 2009 | 2010 | 2009 | $ Change | % Change | $ Change | % Change |
| | (In thousands, except %) | | | | | | | |
| General and administrative | $ 899 | 961 | $ 2,918 | $ 4,111 | $ (62) | (6)% | $ (1,193) | (29)% |

General and administrative expenses consist primarily of salaries, including stock based compensation, legal and accounting fees, insurance, investor relations, business development and other office related expenses. The primary reason for the decrease for the three-months ended September 30, 2010 as compared to the same period in 2009 is due to decreased payroll ($103,000), offset by increased business development expenses ($58,000) as we increased our efforts to commercialize DAVANAT® in South America. The primary reason for the decrease for the nine-months ended September 30, 2010 as compared to the same period in 2009 is due to decreased payroll ($660,000) as the result of the recognition of severance obligations in 2009 related to the departure of our former chief executive officer, decreased stock-based compensation expense ($238,000) and decreased legal and accounting costs ($521,000) primarily due to trade secrets litigation in 2009, offset by increased business development expenses ($324,000) as we increased our efforts to gain regulatory approval to commercialize DAVANAT® in South America.

*Other Income and Expense*. Other income and expense for the three and nine-months ended September 30, 2010 was income of $103,000 and expense of $1,307,000, respectively, and for the three and nine-months ended September 30, 2009 was an expense of $119,000 and $1,831,000, respectively, related primarily to the change in fair value of warrant liabilities.

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***Liquidity and Capital Resources***

As described above in the Overview and elsewhere in this Quarterly Report on Form 10-Q, we are in the development stage and have not generated any revenues. Since our inception on July 10, 2000, we have financed our operations from proceeds of public and private offerings of debt and equity, including exercises of options and warrants. As of September 30, 2010, we raised a net total of $48.5 million from these offerings. At September 30, 2010, we had $2,814,000 of unrestricted cash and cash equivalents available to fund future operations.

Subsequent to the quarter ended September 30, 2010, we received $904,000 from the exercise of warrants for 1,488,135 shares of our common stock. Additionally, in October 2010, the Company received a payment of $200,000 for the purchase of DAVANAT®. We believe that with the funds from the cash received subsequent to quarter end and the cash on hand at September 30, 2010, there is sufficient cash to fund operations into the third quarter of 2011. We will require more cash to fund our operations and believe we will be able to obtain additional financing. However, there can be no assurance that we will be successful in obtaining such new financing or, if available, that such financing will be on terms favorable to us. We are actively seeking to raise additional capital and have significantly reduced our administrative and clinical spending. If we are unsuccessful in raising additional capital before the end of the third quarter of 2011, we may be required to cease operations or seek bankruptcy protection. Our Form 10-K, which was filed with the SEC on March 12, 2010, contained an audit opinion that expresses doubt about our ability to continue as a going concern for a reasonable period of time. In light of our current financial position and the uncertainty of raising sufficient capital to achieve our business plan, there is substantial doubt about our ability to continue as a going concern.

We were notified in November by the Internal Revenue Service that we have been awarded a total grant of $489,000 under the Qualifying Therapeutic Discovery Project Program (Section 48D of the Internal Revenue Code) for DAVANAT® and our GR-Series of anti-fibrotic, cirrhosis compounds. Of this amount, $255,000 has been received in 2010 with the remainder expected to be received in 2011.

Net cash used in operations decreased by $546,000 to $2,519,000 for the nine months ended September 30, 2010, as compared to $3,065,000 for the nine months ended September 30, 2009. Cash operating expenses decreased principally due to decreased research and development activities and cost containment measures during the period which required overall lower cash expenditures.

No cash was provided by or used in investing activities during the nine-months ended September 30, 2010, unchanged from the same period in 2009.

Net cash provided by financing activities was $5,082,000 during the nine-months ended September 30, 2010 as compared to $3,215,000 during the nine-months ended September 30, 2009, due primarily to the transactions described below.

During the nine months ended September 30, 2010, we issued and sold, pursuant to the 10X Agreement, 770,000 shares of Series B-2 convertible into 3,080,000 shares of common stock and related warrants for 9,240,000 shares of common stock. Net proceeds from the sale of Series B-2 and related warrants were $1,463,000 for the nine months ended September 30, 2010.

During the nine months ended September 30, 2010, warrants for common stock were exercised resulting in the issuance of 6,983,911 shares of common stock and net cash proceeds of $3,491,000. During the nine months ended September 30, 2010, options for common stock were exercised resulting in the issuance of 584,000 shares of common stock and net cash proceeds of $128,000.

***Payments Due Under Contractual Obligations***

The following table summarizes the payments due under our contractual obligations at September 30, 2010, and the effect such obligations are expected to have on liquidity and cash flow in future periods:

| | | Payments due by period (in thousands) | | | |
|---|---|---|---|---|---|
| **Contractual Obligations** | **Total** | **Less than 1 year** | **1-3 years** | **3-5 years** | **More than 5 years** |
| Operating leases | $ 258 | $ 258 | $ | $ | $ |
| Separation agreement | 318 | 318 | | | |

| | | | | | |
|---|---|---|---|---|---|
| Total payments due under contractual obligations | $ 576 | $ 576 | $ | $ | $ |

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*Operating leases.* On May 1, 2006, we entered into an operating lease for office space. The lease commenced on August 11, 2006, and extends for five years and terminates on September 30, 2011. The lease provides for annual base rental payments of $235,000 in the first year, increasing in each subsequent lease year to $244,000, $253,000, $263,000 and $273,000, respectively. In addition to base rental payments included in the contractual obligations table above, we are responsible for our pro-rata share of increases in the operating expenses for the building after calendar year 2006 and taxes for the building after fiscal year 2007. We have the option to extend the term of the lease for an additional five year period at the prevailing market rate at the time of exercise. In connection with this lease, a commercial bank has issued a letter of credit collateralized by cash we have on deposit with the bank of $59,000. Additionally, we have a non-cancellable lease for a car, for our former chief executive officer, which expires in January 2011 and which is included in the severance agreement line of the contractual obligations table.

*Separation agreement*. In February 2009, we entered into a Separation Agreement in connection with the resignation of David Platt, Ph.D., our former Chief Executive Officer and Chairman of the Board of Directors. The Separation Agreement provides that we shall continue to pay Dr. Platt his current salary at a monthly rate of $21,667 for 24 months and that we may defer payment of a portion of such salary amounts greater than $10,000 per month (so long as Dr. Platt does not receive payments of less than the salary payments being made to the Company s Chief Executive Officer). However, all deferred amounts will continue to accrue and will be payable on the earlier of (i) the Company receiving a minimum of $4.0 million of funding after February 12, 2009, or (ii) February 12, 2011. We also agreed to continue to (i) provide health and dental insurance benefits to Dr. Platt, until the first to occur of February 12, 2011 or the date Dr. Platt and his family become eligible to receive health and dental insurance benefits under the plans of a subsequent employer and (ii) make the current monthly lease payments on his automobile until February 12, 2011. We recognized the full amount of the salary, health insurance and automobile during the first quarter of 2009. The remaining liability related to this severance is reflected in accrued expenses ($318,000) at September 30, 2010.

The Separation Agreement provides for the deferral of a $1.0 million severance payment due to Dr. Platt under his employment agreement until the occurrence of any of the following milestone events: (i) the approval by the Food and Drug Administration for a new drug application ( NDA ) for any drug candidate or drug delivery candidate based on the DAVANAT® technology (whether or not such technology is patented); (ii) consummation of a transaction with a pharmaceutical company expected to result in at least $10.0 million of equity investment or $50 million of royalty revenue to the Company; or (iii) the renewed listing of our securities on a national securities exchange. Payment upon the events (i) and (iii) may be deferred up to nine months, and if we have insufficient cash at the time of any of such events, we may issue Dr. Platt a secured promissory note for such amount. If we file a voluntary or involuntary petition for bankruptcy, whether or not a milestone event has occurred, such event shall trigger our obligation to pay the $1.0 million with the result that Dr. Platt may assert a claim for such obligation against the bankruptcy estate. Due to the uncertainties regarding the achievement of any of the milestones as described, we have not accrued for the $1.0 million severance as of September 30, 2010. When it is deemed probable that one of the milestone events will be achieved, we will then recognize the $1.0 million severance at that time.

The Separation Agreement also provides that upon (i) the consummation of a transaction with a pharmaceutical company expected to result in at least $10.0 million of equity investment or $50.0 million of royalty revenue, we will grant Dr. Platt fully vested cashless-exercise stock options exercisable to purchase at least 300,000 shares of our common stock for ten (10) years at an exercise price not less than the fair market value of the Common Stock determined as of the date of the grant and (ii) approval by the FDA of the first NDA for any of our drug or drug delivery candidates based on DAVANAT® technology (whether or not such technology is patented), we will grant Dr. Platt fully vested cashless stock option with identical terms to purchase at least 500,000 shares of common stock. Due to the uncertainties regarding the achievement of any of the milestones as described, we have not recognized the value of the unissued stock options as of September 30, 2010. When it is deemed probable that one of the milestone events will be achieved, we will then recognize the expense related to the issuance of the stock options at that time based on the then current fair value.

*Other*. We have engaged outside vendors for certain services associated with our clinical trials. These services are generally available from several providers and, accordingly, our arrangements are typically cancellable on 30 days notice.

*Off-Balance Sheet Arrangements*

We have not created, and are not party to, any special-purpose or off-balance sheet entities for the purpose of raising capital, incurring debt or operating parts of our business that are not consolidated into our financial statements. We do not have any arrangements or relationships with entities that are not consolidated into our financial statements that are reasonably likely to materially affect our liquidity or the availability of capital resources.

*Application of Critical Accounting Policies and Estimates*

The preparation of consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including those related to intangible assets, accrued expenses, stock-based compensation, and warrant liabilities, contingencies and litigation. We base our estimates on historical experience, terms of existing contracts, our observance of trends in the industry, information available from other outside sources and on various other factors that we believe to be appropriate under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

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Critical accounting policies are those policies that affect our more significant judgments and estimates used in preparation of our consolidated financial statements. We believe our critical accounting policies include our policies regarding stock-based compensation, accrued expenses, income taxes and convertible debt instrument and warrant liabilities. For a more detailed discussion of our critical accounting policies, please refer to our 2009 Annual Report on Form 10-K.

*Recent Accounting Pronouncements*

In January 2010, the Financial Accounting Standards Board issued Accounting Standards Update No. 2010-06 for Fair Value Measurements and Disclosures (Topic 820): *Improving Disclosures about Fair Value Measurements*. This Update requires new disclosures for transfers in and out of Level 1 and 2 and activity in Level 3. This Update also clarifies existing disclosures for level of disaggregation and about inputs and valuation techniques. The new disclosures are effective for interim and annual periods beginning after December 15, 2009, except for the Level 3 disclosures, which are effective for fiscal years beginning after December 15, 2010 and for interim periods within those years. Other than requiring additional disclosures, adoption of this new guidance did not have a material impact on our financial statements and is not expected to have a significant impact on the reporting of our financial condition or results of operations.

**Item 3. Quantitative and Qualitative Disclosures about Market Risk**

Market risk represents the risk of loss that may impact our financial position, operating results or cash flows due to changes in the U.S. interest rates. The primary objective of our investment activities is to preserve cash until it is required to fund operations. To minimize risk, we maintain our portfolio of cash and cash equivalents in operating bank accounts and money market funds. Since our investments are short-term in duration, we believe that we are not subject to any material market risk exposure. As of September 30, 2010, we had $1,442,000 of outstanding warrant liabilities. We account for the warrant liabilities on a fair value basis, and changes in share price and market interest rates will affect our earnings but will not affect our cash flows.

**Item 4. Controls and Procedures**

Our management, with the participation of the Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures and internal control over financial reporting (as defined in the SEC rules promulgated under the Securities Exchange Act of 1934) and concluded that, as of September 30, 2010, our disclosure controls and procedures were effective. During the quarter ended September 30, 2010, no change in our internal control over financial reporting has materially affected, or is likely to materially affect, our internal control over financial reporting.

## PART II OTHER INFORMATION

**Item 1. Legal Proceedings**

Other than claims and legal proceedings that arise from time to time in the ordinary course of business which are not material there has been no change in the matters reported in our Annual Report on Form 10-K for the year ended December 31, 2009.

**Item 1A. Risk Factors**

The risks we face, as set forth Item 1A, Risk Factors, of Part I of our Annual Report on Form 10-K for the year ended December 31, 2009, have not changed materially during the three months ended September 30, 2010, except as follows:

***Performance milestones may not occur as contemplated by the agreement with PROCAPS S.A.***

As our arrangement with PROCAPS is a collaboration, and because collaborations take place over time, milestone and performance risks are inherent and so performance milestones may not occur as contemplated by our agreement.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**
None.

**Item 5. Other Information**
None.

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**Item 6. Exhibits**

| Exhibit Number | Description of Document | Note Reference |
|---|---|---|
| 3.1 | Articles of Incorporation of Pro Pharmaceuticals, Inc., dated January 23, 2001, as filed with the Secretary of State of the State of Nevada. | 1 |
| 3.2 | Certificate of Amendment to Articles of Incorporation of Pro Pharmaceuticals, Inc., as filed with the Secretary of State of the State of Nevada on May 28, 2004. | 2 |
| 3.3 | Certificate of Designation of Preferences, Rights and Limitations of Series A 12% Convertible Preferred Stock of Pro Pharmaceuticals, Inc., as filed with the Secretary of State of the State of Nevada on October 5, 2007. | 3 |
| 3.4 | Certificate of Amendment to Articles of Incorporation of Pro Pharmaceuticals, Inc., as filed with the Secretary of State of the State of Nevada on May 29, 2008. | 4 |
| 3.5 | Certificate of Designation of Preferences, Rights and Limitations of Series B-1 Convertible Preferred Stock and Series B-2 Convertible Preferred Stock of Pro Pharmaceuticals, Inc., as filed with the Secretary of State of the State of Nevada on February 11, 2009. | 5 |
| 3.6 | Certificate of Amendment to Articles of Incorporation of Pro Pharmaceuticals, Inc., as filed with the Secretary of State of the State of Nevada on May 27, 2009. | 6 |
| 3.7 | Certificate of Amendment to the Certificate of Designation of Preferences, Rights and Limitations of Series B-1 Convertible Preferred Stock and Series B-2 Convertible Preferred Stock of Pro-Pharmaceuticals, Inc., as filed with the Secretary of State of the State of Nevada on August 12, 2009. | 7 |
| 3.8 | Certificate of Amendment No. 2 to the Certificate of Designation of Preferences, Rights and Limitations of Series B-1 Convertible Preferred Stock and Series B-2 Convertible Preferred Stock of Pro-Pharmaceuticals, Inc., as filed with the Secretary of State of the State of Nevada on February 17, 2010. | 8 |
| 3.9 | Certificate of Amendment No. 3 to the Certificate of Designation of Preferences, Rights and Limitations of Series B-1 Convertible Preferred Stock and Series B-2 Convertible Preferred Stock of Pro-Pharmaceuticals, Inc., as filed with the Secretary of State of the State of Nevada on August 12, 2010. | 9 |
| 10.1 | Common Stock Purchase Warrant dated August 3, 2010 issued to Peter Traber. | 10 |
| 10.2 | Letter Agreement between 10X Fund, L.P. and Pro-Pharmaceuticals, Inc. dated August 11, 2010. | 10 |
| 31.1* | Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934 | |
| 31.2* | Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934 | |
| 32.1** | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | |
| 32.2** | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | |

* Filed herewith.
** Furnished herewith and not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.
1. Incorporated by reference to the Company s Registration Statement on Form 10-SB, as filed with the Commission on June 13, 2001.
2. Incorporated by reference to the Company s Quarterly Report on Form 10-Q filed with the Commission on August 16, 2004.
3. Incorporated by reference to the Company s Current Report on Form 8-K filed with the Commission on October 9, 2007.
4. Incorporated by reference to the Company s Current Report on Form 8-K filed with the Commission on June 2, 2008.

5. Incorporated by reference to the Company s Current Report on Form 8-K filed with the Commission on February 18, 2009.
6. Incorporated by reference to the Company s Current Report on Form 8-K filed with the Commission on May 28, 2009.
7. Incorporated by reference to the Company s Quarterly Report on Form 10-Q filed with the Commission on August 14, 2009.
8. Incorporated by reference to the Company s Current Report on Form 8-K filed with the Commission on February 17, 2010.
9. Incorporated by reference to the Company s Quarterly Report on Form 10-Q filed with the Commission on August 13, 2010 (contained in Exhibit 10.3 thereto).
10. Incorporated by reference to the Company s Quarterly Report on Form 10-Q filed with the Commission on August 13, 2010.

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**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, thereunto duly authorized, on November 12, 2010.

PRO-PHARMACEUTICALS, INC.

By: /s/ THEODORE D. ZUCCONI
Name: **Theodore D. Zucconi, Ph.D.**
Title: **Chief Executive Officer and President**

/s/ ANTHONY D. SQUEGLIA
Name: **Anthony D. Squeglia**
Title: **Chief Financial Officer**

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**Exhibit 31.1**

**Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934**

I, Theodore D. Zucconi, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Pro-Pharmaceuticals, Inc;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant s internal control over financial reporting that occurred during the registrant s most recent fiscal quarter (the registrant s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant s internal control over financial reporting; and

5. The registrant s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant s auditors and the audit committee of the registrant s board of directors (or persons performing the equivalent functions):

   (a)

All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant s internal control over financial reporting.

Date: November 12, 2010

/s/ Theodore D. Zucconi
Name: Theodore D. Zucconi, Ph.D.
Title: Chief Executive Officer and President
(principal executive officer)

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**Exhibit 31.2**

**Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934**

I, Anthony D. Squeglia, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Pro-Pharmaceuticals, Inc;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant s internal control over financial reporting that occurred during the registrant s most recent fiscal quarter (the registrant s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant s internal control over financial reporting; and

5. The registrant s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant s auditors and the audit committee of the registrant s board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant s internal control over financial reporting.

Date: November 12, 2010

/s/ Anthony D. Squeglia
Name: Anthony D. Squeglia
Title: Chief Financial Officer
(principal financial and accounting officer)

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**Exhibit 32.1**

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED**

**PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Pro-Pharmaceuticals, Inc. (the Company ) on Form 10-Q for the period ended September 30, 2010 as filed with the Securities and Exchange Commission on the date hereof (the Report ), I, Theodore D. Zucconi, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 12, 2010

/s/ Theodore D. Zucconi
Name: Theodore D. Zucconi, Ph.D.
Title: Chief Executive Officer and President
(principal executive officer)

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Pro-Pharmaceuticals, Inc. and will be retained by Pro-Pharmaceuticals, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

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**Exhibit 32.2**

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED**

**PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Pro-Pharmaceuticals, Inc. (the Company ) on Form 10-Q for the period ended September 30, 2010 as filed with the Securities and Exchange Commission on the date hereof (the Report ), I, Anthony D. Squeglia, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 12, 2010

/s/ Anthony D. Squeglia
Name: Anthony D. Squeglia
Title: Chief Financial Officer
(principal financial and accounting officer)

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Pro-Pharmaceuticals, Inc. and will be retained by Pro-Pharmaceuticals, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.