

PRO PHARMACEUTICALS INC  
Form 8-K  
September 28, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

September 27, 2006

Date of Report (Date of earliest event reported)

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**PRO-PHARMACEUTICALS, INC.**

(Exact Name of Registrant as Specified in Charter)

**NEVADA**  
(State or Other Jurisdiction  
of Incorporation)

**000-32877**  
(Commission File Number)

**04-3562325**  
(IRS Employer  
Identification No.)

**7 WELLS AVENUE**

**NEWTON, MASSACHUSETTS**

**02459**

(Address of Principal Executive Offices) (Zip Code)

**(617) 559-0033**

(Registrant's telephone number, including area code)

## Edgar Filing: PRO PHARMACEUTICALS INC - Form 8-K

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01. Regulation FD Disclosure.**

On September 27, 2006 we became aware that a person may have non-intentionally disclosed information regarding the payment of our 7% Convertible Debentures dated as of February 14, 2006. We issued a press release dated September 28, 2006, attached as Exhibit 99.1 to this Report on Form 8-K, to publicize such information and other information relating to our company.

The information in this Report on Form 8-K (including the exhibit) is furnished pursuant to Item 7.01 and shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section. This Report on Form 8-K will not be deemed an admission as to the materiality of any information in the Report that is required to be disclosed solely by Regulation FD. The registrant does not have, and expressly disclaims, any obligation to release publicly any updates or any changes in the registrant's expectations or any change in events, conditions, or circumstances on which any forward-looking statement is based.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

99.1 Press release of Pro-Pharmaceuticals, Inc. dated September 28, 2006

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PRO-PHARMACEUTICALS, INC.

By: /s/ Carl L. Lueders  
Carl L. Lueders  
Chief Financial Officer

Date: September 28, 2006

EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Exhibit</b>
99.1	Press Release of Pro-Pharmaceuticals, Inc. dated September 28, 2006