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HEMISPHERX BIOPHARMA INC

Form 10-Q/A

August 20, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-Q/A-2

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

For the Quarterly Period Ended September 30, 2002

Commission File Number: 0-27072

HEMISPHERx BIOPHARMA, INC.

-----  
(Exact name of registrant as specified in its charter)

Delaware

52-0845822

-----  
(State or other jurisdiction of  
incorporation or organization)

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

1617 JFK Boulevard, Suite 660, Philadelphia, PA 19103

-----  
(Address of principal executive offices) (Zip Code)

(215) 988-0080

-----  
(Registrant's telephone number, including area code)

Not Applicable

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(Former name, former address and former fiscal year, if changed since  
last report)

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

32,080,270 shares of common stock issued and outstanding as of October  
31, 2002.

Explanatory Note:

This amendment to our quarterly report on Form 10-Q only amends Part II,  
item 4, which information was inadvertently not included in the original  
filing.

Part II OTHER INFORMATION

ITEM 4: Submission of Matters to a Vote of Security Holders

At the Companys Annual Meeting of Stockholders on August 14, 2002,  
stockholders approved the following:

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1. Election of the following five members to the Board of Directors of Hemispherx to serve until their respective successors are elected and qualified:

	For -----	Authority Withheld -----
William A. Carter	16,731,321	6,518,542
Richar C. Piani	22,487,863	762,000
Ransom W. Etheridge	15,958,340	7,291,523
William M. Mitchell	22,489,663	760,200
Iraj-Eqhbali Kiani	21,873,467	1,376,396

2. Ratification the selection by Hemispherx of BDO Seidman LLP, independent public accountants, to audit the financial statements of Hemispherx for the year ending December 31, 2003.

For -----	Against -----	Abstain -----
21,872,283	1,355,200	22,380

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.

HEMISPHERx BIOPHARMA, INC.

/S/ William A. Carter

Date: August 20, 2003

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William A. Carter, M.D.  
Chief Executive Officer & President

/S/ Robert E. Peterson

Date: August 20, 2003

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Robert E. Peterson  
Chief Financial Officer