

# CERAGENIX PHARMACEUTICALS, INC.

## FORM 8-K

(Current report filing)

Filed 01/30/09 for the Period Ending 01/30/09

Address	1444 WAZEE STREET SUITE 210 DENVER, CO 80202
Telephone	7209466440
CIK	0001180743
Symbol	CGXP
SIC Code	3841 - Surgical and Medical Instruments and Apparatus
Fiscal Year	12/31

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**FORM 8-K**

---

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **January 30, 2009**

**CERAGENIX PHARMACEUTICALS, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-50470**  
Commission File  
Number

**84-1561463**  
(I.R.S. Employer Identification number)

**1444 Wazee Street, Suite 210, Denver, Colorado 80202**  
(Address of principal executive offices, including zip code)

**(720) 946-6440**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K 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))
- 
- 
-

**ITEM 8.01 Other Events**

In the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2008 (the "Third Quarter 10-Q"), the Company stated that while it believed it had satisfied the conditions necessary to receive the remaining \$1,000,000 Non-Sales Milestone payment during the fourth quarter of 2008 pursuant to its exclusive distribution and supply agreement with Dr. Reddy's Laboratories, Inc. ("DRL") for the commercialization of EpiCeram® in the United States, DRL did not believe the conditions had been met. The Company further stated that it was in discussions with DRL to resolve the issue. On January 26, 2009, the Company and DRL agreed that based on subsequent actions taken by the Company, the conditions for receiving the milestone payment had been met. Accordingly, the Company expects to receive the milestone payment by mid-February in accordance with the terms of the distribution and supply agreement.

Based on the anticipated receipt of the milestone payment, the Company updates the guidance previously provided in the Third Quarter 10-Q regarding its liquidity and capital resources. The Company now expects that existing cash on hand, in combination with projected operating cash flows, should be sufficient to fund the Company's planned activities and current contractual obligations through the early part of the third quarter of 2009.

**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.

**Ceragenix Pharmaceuticals, Inc.**

Dated: January 30, 2009

/s/ Jeffrey Sperber

Jeffrey Sperber, Chief Financial Officer