

# CERAGENIX PHARMACEUTICALS, INC.

## FORM 8-K (Current report filing)

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Address	1444 WAZEE STREET SUITE 210 DENVER, CO 80202
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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**

Date of Report (Date of earliest event reported): **October 26, 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))
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**ITEM 8.01 Other Events**

On October 26, 2009, the Company issued a press release announcing that it has been notified by MAST BioSurgery Inc. (“MAST”) that based on its evaluation activities undertaken to-date on the Company’s Cerashield™ technology it has decided to invoke its right to negotiate commercialization terms pursuant to the terms of an exclusive evaluation and option to license agreement (the “Agreement”). Under the terms of the Agreement, MAST now has an exclusive sixty (60) day period to negotiate a license agreement for the Cerashield™ technology within the field of use as defined in the Agreement. There is no assurance that the parties will be able to reach an agreement on the terms of a license agreement.

**ITEM 9.01 Financial Statements and Exhibits**

d) Exhibits.

The following exhibit is furnished as part of this Current Report on Form 8-K.

<u>Item</u>	<u>Title</u>
99.1	Press Release dated October 26, 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: October 27, 2009

/s/ Jeffrey Sperber  
Jeffrey Sperber, Chief Financial Officer

**Second Partner Exercises Option for Exclusive Period to Negotiate Licensing  
Terms for CeraShield™ Antimicrobial Coating Application.**

DENVER, OCTOBER 26, 2009 — Ceragenix Pharmaceuticals, Inc. (“Ceragenix” or the “Company”) (OTCBB:CGXP), a medical device company focused on infectious disease and dermatology, today provided an update to a previously announced exclusive cooperative research and development (the “Agreement”) with MAST BioSurgery Inc. (“MAST”) for the development of one or more new surgical products incorporating Ceragenix’s CeraShield™ antimicrobial technology. Ceragenix announced that based on its evaluation activities undertaken to-date, MAST has decided to invoke its right to negotiate commercialization terms pursuant to the terms of the Agreement. Under the terms of the Agreement, MAST has an exclusive sixty (60) day period to negotiate a license agreement for the Cerashield™ technology within the field of use as defined in the Agreement. There is no assurance that the parties will be able to reach an agreement on the terms of a license agreement.

Mr. Steven Porter, Chairman and CEO of Ceragenix said: “We’re very pleased to announce this progress in our licensing efforts. MAST represents the second partner to exercise their exclusive option to license rights within the past two months. We look forward to our discussions with MAST on how we can move forward together.”

#### About Ceragenix

Ceragenix Pharmaceuticals, Inc. is a medical device company focused on infectious disease and dermatology. The Company has two base technology platforms; Ceragenins™ for treatment of infectious disease and Barrier Repair for the treatment of dermatological disorders including atopic dermatitis, neonatal skin disorders and others. Ceragenin™ compounds are active against a broad range of gram positive and negative bacteria. We have used our Ceragenin™ technology to formulate Cerashield™ antimicrobial coatings for medical devices. All Ceragenin™ and Cerashield™ products are currently in the developmental stage. Ceragenix’s patented Barrier Repair technology, invented by Dr. Peter Elias, is the platform for the development of EpiCeram® which is currently being marketed by Promius Pharmaceuticals (a wholly owned subsidiary of Dr. Reddy’s Laboratories) in the United States under an exclusive supply and distribution agreement. For additional information on Ceragenix, please visit [www.ceragenix.com](http://www.ceragenix.com).

#### About Mast

MAST Biosurgery, Inc. is a wholly owned subsidiary of privately held MAST Biosurgery AG. MAST Biosurgery, Inc. was founded in 2004 in San Diego, Calif., and is an industry leader in the design, development and production of bioresorbable thin film implants for use in a wide variety of surgical specialties. For more information about MAST Biosurgery, Inc., please visit [www.mastbio.com](http://www.mastbio.com).

#### FORWARD LOOKING STATEMENTS FOR CERAGENIX.

This press release may contain forward-looking statements. These forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those expressed or implied by such forward-looking statements, including, but not limited to, the following: the ability of the Company to fund its operations beyond November 2009; the ability of the Company to successfully negotiate an exclusive license agreement with its partner; the ability of our partner to successfully develop a product using the Cerashield™ technology; the ability of the Company to raise sufficient capital to finance its operations and planned activities including completing development of its Ceragenin™ technology; the ability of the Company to meet its obligations under the supply and distribution agreement with Dr. Reddy’s Laboratories including having sufficient working capital to fulfill purchase orders within the timeframes required by the agreement; the ability of the Company to service its outstanding convertible debt obligations; receiving the necessary marketing clearance approvals from the United States Food and Drug Administration (the “FDA”); successful clinical trials of the Company’s planned products including the ability to enroll the studies in a timely manner, patient compliance with the study protocol, and a sufficient number of patients completing the studies; the ability of the Company to commercialize its planned products; the ability of the Company to successfully manufacture its products in commercial quantities (through contract manufacturers); market acceptance of the Company’s planned products, the Company’s ability to

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successfully develop its licensed compounds, alone or in cooperation with others, into commercial products, the ability of the Company to successfully prosecute and protect its intellectual property, general economic conditions in the United States and elsewhere, and the Company's ability to hire, manage and retain qualified personnel. The aforementioned factors do represent an all inclusive list. Actual results, performance or achievements could differ materially from those contemplated, expressed or implied by the forward-looking statements contained in this press release. In particular important factors that could cause actual results to differ materially from our forward-looking statements including general economic factors, business strategies, the state of capital markets, regulatory conditions, and other factors not currently known to us, may be significant, now or in the future, and the factors set forth in this press release may affect us to a greater extent than indicated. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements set forth in this press release and in other documents that we file from time to time with the Securities and Exchange Commission including its Annual Report on Form 10-K for the year ended December 31, 2008, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K to be filed in 2009. Except as required by law, we do not undertake any obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

Contacts: Ceragenix Pharmaceuticals, Inc.  
Steven Porter, 720-946-6440  
Chairman and CEO

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