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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-A/A**  
**(Amendment No. 1)**

For Registration of Certain Classes of Securities

Pursuant to Section 12(b) or (g) of the  
Securities Exchange Act of 1934

**eXegenics, Inc.**

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(Exact name of registrant as specified in its charter)

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Delaware

(State of incorporation or  
organization)

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75-2402409

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

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1250 Pittsford-Victor Road  
Pittsford, New York 14534

(Address of principal executive offices)

Securities to be registered pursuant to Section 12(g) of the Act:

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Title of each class  
to be so registered

Not applicable

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Name of each exchange on which each class is  
to be registered

Not applicable

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. ☒

Securities Act registration statement file number to which this form relates: Not applicable.

Securities to be registered pursuant to Section 12(g) of the Act: Preferred Stock Purchase Rights

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## **TABLE OF CONTENTS**

Item 1. Description of Registrant's Securities to Be Registered.

Item 2. Exhibits

SIGNATURE

EXHIBIT INDEX

EXHIBIT 4.4

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eXegenics, Inc. (the “Company”) hereby amends the following items, exhibits and portions of its Registration Statement on Form 8-A, filed June 9, 2003 (the “Form 8-A”), for its Rights to Purchase Series B Participating Preferred Stock.

**Item 1. Description of Registrant’s Securities to Be Registered .**

Item 1 of the Form 8-A is hereby amended to add the following paragraph as the last paragraph of Item 1:

“On March 26, 2007, the Company entered into Amendment No. 3 (the “Amendment”) to its Stockholder Rights Agreement, dated as of June 9, 2003, as amended (the “Rights Agreement”), between the Company and American Stock Transfer & Trust Company., as Rights Agent. The Amendment provides that the Rights (as defined in the Rights Agreement) will expire at the close of business on March 26, 2007 and upon such expiration, the Rights Agreement will be of no further force and effect. The foregoing summary of the Amendment is qualified in its entirety by reference to the Amendment, which is filed as Exhibit 4.4 hereto and is incorporated by reference herein.”

**Item 2. Exhibits**

<b>Exhibit No.</b>	<b>Exhibit</b>
4.1*	Stockholder Rights Agreement dated June 9, 2003 between eXegenics, Inc. and American Stock Transfer & Trust Company, including the Certificate of Designation, the form of Rights Certificate and the Summary of Rights to Purchase Preferred Stock, attached thereto as Exhibits A, B, and C, respectively (incorporated by reference to Exhibit 4.1 to eXegenics, Inc.’s Report on Form 8-K filed on June 9, 2003)
4.2*	Amendment to Stockholder Rights Agreement dated as of July 16, 2003 between eXegenics, Inc. and American Stock Transfer & Trust Company (incorporated by reference to Exhibit 4.1 to eXegenics, Inc.’s Form 10-Q for the quarter ended June 30, 2003 filed on August 14, 2003)
4.3*	Amendment to Stockholder Rights Agreement dated as of December 4, 2006 between eXegenics, Inc. and American Stock Transfer & Trust Company (incorporated by reference to Exhibit 99.1 to eXegenics, Inc.’s Report on Form 8-K filed on December 4, 2006)
4.4	Amendment No. 3 to Stockholders Rights Agreement dated March 26, 2007 between eXegenics, Inc. and American Stock Transfer & Trust Company

\*Previously filed

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 27, 2007

eXegenics, INC.

By /s/ John A. Paganelli

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John A. Paganelli

Interim Chief Executive Officer

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## EXHIBIT INDEX

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## AMENDMENT TO STOCKHOLDER RIGHTS AGREEMENT

THIS AMENDMENT (the "Amendment") is entered into as of the 26<sup>th</sup> day of March, 2007, by and between eXegenics, Inc., a Delaware corporation (the "Company") and American Stock Transfer & Trust Company, as Rights Agent (the "Rights Agent").

### RECITALS

A. The Company and the Rights Agent are parties to a Rights Agreement dated as of June 9, 2003, as amended on July 15, 2003 and December 4, 2006 (the "Rights Agreement"). Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to them in the Rights Agreement.

B. On March 23, 2007, the Board of Directors of the Company determined it is in the best interest of the Company's stockholders to amend the Rights Agreement to change the Final Expiration Date to the close of business on March 26, 2007, it being the intent that the Rights Agreement shall have no further force and effect from and after that date.

C. The Company desires to amend the Rights Agreement in accordance with Section 27 of the Rights Agreement.

Accordingly, the parties agree that:

1. Amendment to Definition of "Final Expiration Date" set forth in Section 1(r). The definition of "Final Expiration Date" in Section 1(r) of the Rights Agreement is hereby amended by substituting the following for Section 1(r):

"Final Expiration Date shall mean the close of business on March 26, 2007."

2. Amendment of Section 7. Section 7 of the Rights Agreement is hereby amended and supplemented by adding the following provisions immediately following clause (e) thereof:

"(f) The Rights shall expire on the Expiration Date, and upon such expiration, all rights pertaining thereto shall be extinguished."

3. Amendment of Exhibits. The Exhibits to the Rights Agreement shall be restated to reflect this Amendment, including all conforming changes.

4. Miscellaneous. This Amendment shall be deemed effective as of the date first written above, as if executed on such date.

[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREOF, the parties hereto have caused this Amendment to the Stockholder Rights Agreement to be executed and attested, all as of the day and year first above written.

EXEGENICS, INC.

By: /s/ John Paganelli

Name: John Paganelli

Title: Interim Chief Executive Officer

AMERICAN STOCK TRANSFER & TRUST COMPANY

By: /s/ Herbert J. Lemmer

Name: Herbert J. Lemmer

Title: Vice President

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