

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-QSB

(MARK ONE)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 1997

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT
For the Transition period from _____ to _____

Commission file Number 0-26918

CYTOCLONAL PHARMACEUTICS INC.

(Exact Name of Small Business Issuer as Specified in Its Charter)

DELAWARE

75-2402409

(State or Other Jurisdiction of Incorporation (I.R.S. Employer
or Organization) Identification Number)

9000 Harry Hines Boulevard, Suite 330, Dallas, Texas 75235

(Address of Principal Executive Offices)

(214)-353-2922

(Issuer's Telephone Number, Including Area Code)

(Former Name, Former Address and Former Fiscal Year, if changed since last
report)

Check whether the issuer: (1) filed all reports required to be filed by
Section 13 or 15(d) of the Exchange Act during the past 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.

YES X NO

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of
common equity, as of the latest practicable date: 8,743,058 shares of common
stock, \$.01 par value, outstanding as of November 10, 1997.

Transitional Small Business Disclosure Format (check one):

YES NO X

CYTOCLONAL PHARMACEUTICS INC.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

CYTOCLONAL PHARMACEUTICS INC.
(A DEVELOPMENT STAGE COMPANY)

BALANCE SHEETS

	DECEMBER 31, SEPTEMBER 30,	
	1996	1997

ASSETS	(UNAUDITED)	
Current assets:		
Cash	\$ 2,858,000	\$ 1,159,000
Prepaid expenses and other current assets	35,000	16,000
	-----	-----
Total current assets	2,893,000	1,175,000
Equipment, net	104,000	107,000
Patent rights, less accumulated amortization of \$386,000 and \$444,000	864,000	806,000
Investment in joint venture - at equity	16,000	0
Other assets	4,000	4,000
	-----	-----
T O T A L	\$ 3,881,000	\$ 2,092,000
	-----	-----

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities:		
Accounts payable and accrued expenses	\$ 319,000	\$ 307,000
	-----	-----
Current portion of royalties payable	31,000	70,000
	-----	-----
Total current liabilities	350,000	377,000
	-----	-----
Royalties payable less current portion	1,219,000	1,156,000
	-----	-----

Total liabilities	1,569,000	1,533,000

Stockholders' equity:		
Preferred stock - \$.01 par value, 10,000,000 shares authorized; 1,228,629 and 1,101,513 shares of Series A convertible preferred issued and outstanding at December 31, 1996 and September 30, 1997, respectively (liquidation value \$3,072,000 and \$2,754,000 at December 31, 1996 and September 30, 1997, respectively)	12,000	11,000
Common Stock - \$.01 par value, 30,000,000 shares authorized: 7,730,546 and 8,300,450 shares issued and outstanding at December 31, 1996 and September 30, 1997, respectively	78,000	83,000
Additional paid-in capital	14,074,000	14,779,000
Deficit accumulated during the development stage	(11,852,000)	(14,314,000)

Total Stockholders' Equity	2,312,000	559,000

T O T A L	\$ 3,881,000	\$ 2,092,000

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CYTOCLONAL PHARMACEUTICS INC.
(A DEVELOPMENT STAGE COMPANY)

STATEMENT OF OPERATIONS
(UNAUDITED)

<TABLE>

	SEPTEMBER 11, 1991				
	THREE MONTHS ENDED		NINE MONTHS ENDED		(INCEPTION)
	SEPTEMBER 30,		SEPTEMBER 30,		THROUGH
	SEPTEMBER 30,		SEPTEMBER 30,		SEPTEMBER 30,
	1996	1997	1996	1997	1997

<S>	<C>	<C>	<C>	<C>	<C>
Operating Expenses:					
Research and development	\$ 454,000	\$ 362,000	\$1,183,000	\$ 1,050,000	\$ 7,357,000
General and administrative	403,000	603,000	1,110,000	1,490,000	6,816,000

	857,000	965,000	2,293,000	2,540,000	14,173,000

Other (Income) expenses:					
Interest (income)	(49,000)	(20,000)	(165,000)	(80,000)	(499,000)
Interest expense	0	0	0	2,000	561,000

	(49,000)	(20,000)	(165,000)	(78,000)	62,000

NET (LOSS)	\$(808,000)	\$(945,000)	\$(2,128,000)	\$(2,462,000)	\$(14,235,000)

Net loss per common share	\$(0.12)	\$(0.12)	\$(0.31)	\$(0.33)	

Weighted average number of shares outstanding	7,687,000	8,261,000	7,631,000	8,136,000	

</TABLE>

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CYTOCLONAL PHARMACEUTICS INC.
(A DEVELOPMENT STAGE COMPANY)

STATEMENTS OF CASH FLOWS
(UNAUDITED)

<TABLE>

	SEPTEMBER 11, 1991		
	NINE MONTHS ENDED (INCEPTION)		
	SEPTEMBER 30,	THROUGH	
	-----	SEPTEMBER 30,	
	1996	1997	1997
	-----	-----	-----
<S>	<C>	<C>	<C>
Cash flows from operating activities:			
Net (loss)	\$(2,128,000)	\$(2,462,000)	\$(14,235,000)
Adjustments to reconcile net (loss) to net cash (used in) operating activities:			
Depreciation and amortization		86,000	86,000 655,000
Amortization of debt discount		-	- 269,000
Amortization of debt costs		-	- 554,000
Value assigned to warrants and options		88,000	133,000 321,000
Equity in loss of joint venture		18,000	16,000 232,000
Changes in operating assets and liabilities:			
(Increase) decrease in other assets		15,000	19,000 (24,000)
Increase (decrease) in accounts payable and accrued expenses		282,000	(2,000) 307,000
	-----	-----	-----
Net cash (used in) operating activities	(1,639,000)	(2,210,000)	(11,921,000)
Cash flows from investing activities:			
Purchase of equipment	(62,000)	(41,000)	(237,000)
Royalty payments	-	(24,000)	(24,000)
Investment in joint venture	-	-	(233,000)
	-----	-----	-----
Net cash (used in) investing activities	(62,000)	(65,000)	(494,000)
	-----	-----	-----
Cash flows from financing activities:			
Net proceeds from sales of preferred and common stock	-	-	13,750,000
Proceeds from exercise of options and warrants	-	-	576,000 576,000
Proceeds from bridge loans, net of expenses	-	-	2,684,000
Repayment of bridge loans	-	-	(3,238,000)
Principal payments of equipment notes	-	-	(76,000)
Dividends paid	-	-	(122,000)
	-----	-----	-----
Net cash provided by financing activities	-	576,000	13,574,000
	-----	-----	-----
NET (DECREASE) IN CASH	(1,701,000)	(1,699,000)	1,159,000
Cash at beginning of period	5,442,000	2,858,000	-
	-----	-----	-----
CASH AT END OF PERIOD	\$3,741,000	\$ 1,159,000	\$ 1,159,000
	-----	-----	-----

</TABLE>

The unaudited financial statements of Cytoclonal Pharmaceuticals Inc., a Delaware corporation (the "Company"), included herein have been prepared in accordance with the rules and regulations promulgated by the Securities and Exchange Commission and, in the opinion of management, reflect all adjustments (consisting only of normal recurring accruals) necessary to present fairly the results of operations for the interim periods presented. Certain information and footnote disclosures normally included in financial statements, prepared in accordance with generally accepted accounting principles, have been condensed or omitted pursuant to such rules and regulations. However, management believes that the disclosures are adequate to make the information presented not misleading. These financial statements and the notes thereto should be read in conjunction with the financial statements and the notes thereto included in the Company's Annual Report on Form 10-KSB for the fiscal year ended December 31, 1996. The results for the interim periods are not necessarily indicative of the results for the full fiscal year.

(2) STOCK OPTION PLAN

In April 1996, the Board of Directors of the Company adopted the Cytoclonal Pharmaceuticals Inc. 1996 Stock Option Plan (the "1996 Plan") subject to stockholder approval. The 1996 Plan, which was approved by a majority of stockholders on June 3, 1996, authorizes 750,000 shares of common stock to be reserved for issuance to the Company's officers, employees, consultants and advisors. As of November 7, 1997, options to acquire 85,000 shares of common stock are available for future grant and options to acquire 665,000 shares of common stock remain outstanding pursuant to the 1996 Plan. The 1996 Plan provides for the grant of incentive stock options intended to qualify as such under Section 422 of the Internal Revenue Code of 1986, as amended, and nonstatutory stock options which do not so qualify.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

THE FOLLOWING DISCUSSION SHOULD BE READ IN CONJUNCTION WITH, AND IS QUALIFIED IN ITS ENTIRETY BY, THE FINANCIAL STATEMENTS AND THE NOTES THERETO INCLUDED IN THIS REPORT. THIS DISCUSSION CONTAINS CERTAIN FORWARD-LOOKING STATEMENTS THAT INVOLVE SUBSTANTIAL RISKS AND UNCERTAINTIES. WHEN USED IN THIS REPORT, THE WORDS "ANTICIPATE," "BELIEVE," "ESTIMATE," "EXPECT" AND SIMILAR EXPRESSIONS AS THEY RELATE TO THE COMPANY OR ITS MANAGEMENT ARE INTENDED TO IDENTIFY SUCH FORWARD-LOOKING STATEMENTS. THE COMPANY'S ACTUAL RESULTS, PERFORMANCE OR ACHIEVEMENTS COULD DIFFER MATERIALLY FROM THOSE EXPRESSED IN, OR IMPLIED BY, THESE FORWARD-LOOKING STATEMENTS. HISTORICAL OPERATING RESULTS ARE NOT NECESSARILY INDICATIVE OF THE TRENDS IN OPERATING RESULTS FOR ANY FURTHER PERIOD.

Cytoclonal Pharmaceuticals Inc., a Delaware corporation (the "Company"), was duly organized and commenced operations in September 1991. The Company is in the development stage, and its efforts have been principally devoted to research and development activities and organizational efforts, including the development of products for the treatment of cancer and infectious diseases, recruiting its scientific and management personnel and advisors and raising capital.

The Company's plan of operation is aimed at research and development and related activities comprising:

- further development of the Paclitaxel production from the Fungal Paclitaxel Production System using fermentation technologies, strain improvements and utilizing Paclitaxel-specific genes.
- further development of the Paclitaxel treatment of polycystic kidney disease, a potential new Paclitaxel indication.
- further development of a diagnostic test using the patented LCG gene and related MAb to test in vitro serum, tissue or respiratory aspirant material for the presence of cells which may indicate a predisposition to, or early sign of, lung or other cancers.

- further analysis of the TNF-PEG technology as an anti-cancer agent in animal studies and possible submission of IND.
- testing proprietary vectors which have been constructed for the expression of specific proteins that may be utilizable for vaccines for different diseases.
- further development of the anti-sense technology currently being conducted at the University of Texas at Dallas.
- developing a humanized antibody specific for the protein associated with the LCG gene and, if successful, submission of an IND for clinical trials.
- making modest improvements to the Company's laboratory facilities.

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- hiring additional research technicians and a financial vice president.
- seeking to establish strategic partnerships for the development, marketing, sales and manufacturing of the Company's proposed products.

The actual research and development and related activities of the Company may vary significantly from current plans depending on numerous factors, including changes in the cost of such activities from current estimates, the results of the Company's research and development programs, the results of clinical studies, the timing of regulatory submissions, technological advances, determinations as to commercial potential and the status of competitive products. The focus and direction of the Company's operations will also be dependent upon the establishment of collaborative arrangements with other companies, the availability of financing and other factors.

For the period from July 1, 1997 to September 30, 1997, the Company incurred a net loss of \$945,000 compared to a net loss of \$808,000 for the same period in 1996. For the period from January 1, 1997 to September 30, 1997, the Company incurred a net loss of \$2,462,000 compared to a net loss of \$2,128,000 for the same period in 1996. The increase from the previous year was attributable to an increase in operating expenses and a decrease in interest income. The Company expects to incur additional losses in the foreseeable future.

The Company incurred general and administrative expenses of \$1,110,000 and \$1,490,000 for the nine months ended September 1996 and September 1997, respectively. The increase from the previous year was attributable to increased technology marketing and public relations costs, consulting fees, legal and professional fees and increased rent expenses.

The Company incurred research and development expenses of \$1,183,000 and \$1,050,000 for the nine months ended September 1996 and September 1997, respectively. The decrease was primarily attributable to the completion of the Company's funding obligation to Research and Development, Inc., along with lower license fees, partially offset by an increase in contact research fees and an increase in salaries due to the hiring of additional research technicians.

The Company believes that the net proceeds from its initial public offering of November 1995, the proceeds from the exercise of the placement agent purchase options in February 1997 aggregating \$500,000 and the proceeds from the recent exercise of Class A, Class B and Class C Warrants aggregating \$76,000 through September 30, 1997, along with approximately \$1,142,000 additional proceeds through November 7, 1997, will be sufficient to finance the Company's plan of operation through the middle of 1998. There can be no assurance that the Company will generate sufficient revenues to fund its operations after such period or that any required financings will be available, through bank borrowings, debt or equity offerings, or otherwise, on acceptable terms or at all.

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ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

- (a) Exhibit 11 Computation of net (loss) per share
Exhibit 27 Financial Data Schedule
- (b) Reports on Form 8-K - None

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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.

CYTOCLONAL PHARMACEUTICS INC.

Date: November 13, 1997 /s/ Daniel M. Shusterman

Daniel M. Shusterman
Vice President of Operations,
Treasurer and Chief Financial
Officer

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EXHIBIT 11

CYTOCLONAL PHARMACEUTICS INC.

COMPUTATION OF NET (LOSS) PER COMMON SHARE
(unaudited)

<TABLE>

	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,	
	1996	1997	1996	1997
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Net (loss)	\$ (808,000)	\$ (945,000)	\$ (2,128,000)	\$ (2,462,000)
Add cumulative preferred dividend		(79,000)	(69,000)	(238,000) (207,000)
	-----	-----	-----	-----
NET (LOSS) USED FOR COMPUTATION		\$ (887,000)	\$ (1,014,000)	\$ (2,366,000) \$ (2,669,000)
	-----	-----	-----	-----
	-----	-----	-----	-----
Weighted average number of common shares outstanding		7,687,000	8,261,000	7,631,000 8,136,000
	-----	-----	-----	-----
	-----	-----	-----	-----
Net (loss) per common share		\$(0.12)	\$(0.12)	\$(0.31) \$(0.33)
	-----	-----	-----	-----
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