

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

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**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): April 15, 2009 (April 14, 2008)

**Rexahn Pharmaceuticals, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation)

**000-50590**  
(Commission File Number)

**11-3516358**  
(I.R.S. Employer Identification No.)

**9620 Medical Center Drive**  
**Rockville, Maryland 20850**  
(Address of principal executive offices) (Zip code)

**(240) 268-5300**  
(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:

- ☐ 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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## INFORMATION TO BE INCLUDED IN THE REPORT

### Item 8.1. Other Events.

On April 14, 2009, Rexahn Pharmaceuticals, Inc. announced that it had signed a nonbinding letter of intent (“LOI”) with the Health Policy and Research Foundation (“HPRF”) of California to receive up to \$8.55 million to conduct further clinical development of Serdaxin™. A copy of the Company’s press release making this announcement is attached as Exhibit 99.1 and incorporated by reference into this Item 8.01.

### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated April 14, 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 hereunto duly authorized.

REXAHN PHARMACEUTICALS, INC.  
(Registrant)

By /s/ Chang H. Ahn  
Chang H. Ahn  
Chairman and Chief Executive Officer

Date: April 15, 2009

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## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
<a href="#">99.1</a>	Press Release dated April 14, 2009.



**FOR IMMEDIATE RELEASE**

**CONTACTS:**

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**Rexahn Signs Letter of Intent to Receive up to \$8.55 Million for Serdaxin™ Studies**

*New funding to support testing and trials of drugs for anxiety and depression*

**Rockville, Md., April 14, 2009** - Rexahn Pharmaceuticals, Inc. (NYSE Amex: RNN), a leader in development of innovative therapeutics for life-threatening and life-debilitating diseases, today announced that it has signed a Letter of Intent ("LOI") with the Health Policy and Research Foundation ("HPRF") of California to receive up to \$8.55 million to conduct further clinical development of Serdaxin™, its novel therapeutic for anxiety, depression and aggression. The financing will underwrite the completion of Serdaxin's subsequent trials required to bring the treatment through regulatory approval and then to patients.

Serdaxin, currently in Phase IIa clinical trials, is a dual enhancer of serotonin and dopamine neurotransmitters via non-reuptake mechanisms, with a well-established and excellent human safety profile. Patient enrollment in the current trials will continue throughout 2009, with preliminary results expected in early 2010.

The funding for the development of Serdaxin comes from HPRF of California, and is subject to the execution of a definitive agreement between the two organizations. Both parties expect an agreement to be reached within the next 60 days.

**About Rexahn Pharmaceuticals, Inc.**

Rexahn Pharmaceuticals is a clinical stage pharmaceutical company dedicated to commercializing first in class and market leading therapeutics for cancer, CNS disorders, sexual dysfunction and other unmet medical needs. For more information please visit [www.rexahn.com](http://www.rexahn.com)

**Safe Harbor**

This press release contains forward-looking statements. Rexahn's actual results may differ materially from anticipated results, and expectations expressed in these forward-looking statements, as a result of certain risks and uncertainties, including Rexahn's lack of profitability, and the need for additional capital to operate its business to develop its product candidates; the risk that Rexahn's development efforts relating to its product candidates may not be successful; the possibility of being unable to obtain regulatory approval of Rexahn's product candidates; the risk that the results of clinical trials may not be completed on time or support Rexahn's claims; demand for and market acceptance of Rexahn's drug candidates; Rexahn's reliance on third party researchers and manufacturers to develop its product candidates; Rexahn's ability to develop and obtain protection of its intellectual property; and other risk factors set forth from time to time in our filings with the Securities and Exchange Commission. Rexahn assumes no obligation to update these forward-looking statements.

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