

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): July 8, 2009 (July 7, 2009)

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.)

15245 Shady Grove Road, Suite 455
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 8.01 OTHER EVENTS

As previously reported, on February 24, 2009, Rexahn Pharmaceuticals, Inc. (the "Company") received a notice from NYSE Amex, formerly known as the American Stock Exchange (the "Exchange"), indicating that the Company was not in compliance with certain requirements of the NYSE Amex Company Guide (the "Company Guide"), for the continued listing of its common stock on the Exchange, and that its common stock therefore was subject to delisting.

On July 7, 2009, the Exchange notified that Company that it had regained compliance with the requirements of the Company Guide for the continued listing of its common stock, and that its common stock therefore was no longer subject to delisting.

A copy of the press release that the Company issued with respect to the foregoing matters is furnished with this current report as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated July 8, 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: July 8, 2009

EXHIBIT INDEX

**Exhibit
Number**

Description

[99.1](#) Press release dated July 8, 2009.

**CONTACTS:****Investor Relations:**

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**Rexahn Pharmaceuticals Regains Compliance with
NYSE Amex Listing Requirements**

Rockville, Maryland, July 8, 2009 – Rexahn Pharmaceuticals, Inc. (NYSE Amex: RNN), a leader in innovative therapeutics for life-threatening and life-debilitating diseases, today announced that on July 7, 2009, the Company received a notice from NYSE Amex, formerly known as the American Stock Exchange (the “Exchange”), indicating that it had regained compliance with the requirements of the NYSE Amex Company Guide for the continued listing of its common stock on the Exchange, and that its common stock therefore was no longer subject to delisting.

About Rexahn Pharmaceuticals, Inc.

Rexahn Pharmaceuticals is a biopharmaceutical company leveraging its proprietary technology platform to discover, develop and commercialize innovative treatments for cancer, central nervous system disorders, sexual dysfunction and other unmet medical needs. Rexahn’s compounds are designed to uniquely treat various disease states while significantly minimizing side effects in order to allow patients to regain their quality of life. For Additional information about Rexahn visit www.rexahn.com

Safe Harbor

This press release contains statements (including projections and business trends) that are forward-looking statements. Rexahn’s actual results may differ materially from the 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 its 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. These forward-looking statements are made as of the date hereof; Rexahn assumes no obligation to update these forward-looking statements.

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