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**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**

**May 29, 2008**

**Date of Report**

(Date of earliest event reported)

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**PRO-PHARMACEUTICALS, INC.**

(Exact name of Registrant as specified in its charter)

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**Nevada**  
(State or other jurisdiction of  
incorporation or organization)

**000-32877**  
(Commission File Number)

**04-3562325**  
(I.R.S. Employer  
Identification No.)

**7 Wells Avenue**  
**Newton, Massachusetts 02459**  
(Address of principal executive offices) (Zip code)

**(617) 559-0033**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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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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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

At the annual meeting of stockholders of Pro-Pharmaceuticals, Inc. (the "Company") held on May 21, 2008, the Company's stockholders approved a resolution to the Company's Articles of Incorporation increasing the number of authorized shares of common stock from 100,000,000 to 200,000,000. The Certificate of Amendment reflecting this increase was filed with the Secretary of State of the State of Nevada and became effective on May 29, 2008. The Certificate of Amendment is attached as Exhibit 3.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

- (a) Financial Statements of Businesses Acquired.

Not applicable.

- (b) Pro Forma Financial Information.

Not applicable.

- (c) Shell Company Transactions

Not applicable.

- (d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to Articles of Incorporation of the Company, as filed with the Secretary of State of the State of Nevada on May 29, 2008.

**SIGNATURE**

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.

PRO-PHARMACEUTICALS, INC.

By: /s/ Anthony D. Squeglia  
Anthony D. Squeglia  
Chief Financial Officer

Date: June 2, 2008

**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
3.1	Certificate of Amendment to Articles of Incorporation of the Company, as filed with the Secretary of State of the State of Nevada on May 29, 2008.

Certificate of Amendment to Articles of Incorporation  
for Nevada Profit Corporations  
(Pursuant to NRS 78.385 and 78.390—After Issuance of Stock)

1. Name of corporation: Pro-Pharmaceuticals, Inc.
2. The articles have been amended as follows (provide article numbers, if available):

Article III of the Articles of Incorporation of Pro-Pharmaceuticals, Inc. has been amended to increase the number of authorized common voting shares to 200,000,000, and shall read in its entirety as follows (replacing Article III of the May 28, 2004 Certificate of Amendment):

The corporation shall have authority to issue an aggregate of 200,000,000 shares, which shall be common voting shares having a par value of \$0.001 per share, and 10,000,000 undesignated shares having a par value of \$0.01 per share. The Board of Directors may, from time to time, prescribe by resolution different classes or series of the undesignated shares, the number of shares of such class or series within the limit of the authorized undesignated shares, and the voting powers, designations, rights, preferences, restrictions and the relative rights of said shares in each such class or series.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: 33,496,083
4. Effective date of filing (optional): \_\_\_\_\_  
(must not be later than 90 days after the certificate is filed)
5. Officer Signature (Required): /s/ Theodore D. Zucconi