

Pro-Pharmaceuticals, Inc.
7 Wells Avenue
Newton, Massachusetts 02459

November 10, 2009

VIA EDGAR ELECTRONIC FILING

Securities and Exchange Commission
Division of Corporation Finance
100 F Street, NE
Washington, DC 20549
Attention: Laura Crotty, Staff Attorney

Re: Pro-Pharmaceuticals, Inc.
Registration Statement on Form S-1 filed on November 19, 2008
File No. 333-155491

Ladies and Gentlemen:

Pursuant to Rule 477 under the Securities Act of 1933, as amended (the "Securities Act"), Pro-Pharmaceuticals, Inc. (the "Registrant") hereby requests the consent of the Securities and Exchange Commission (the "Commission") to the withdrawal of the Registration Statement on Form S-1 filed on November 19, 2008 (File No. 333-155491) together with all amendments and exhibits thereto (the "Registration Statement").

The Registration Statement has not become effective and the Registrant no longer desires to proceed with the Registration Statement. No securities were sold in connection with the Registration Statement.

This application for withdrawal is based upon the Registrant's conclusion that the withdrawal of the Registration Statement is consistent with the public interest and the protection of investors, as contemplated by paragraph (a) of the Rule 477 under the Securities Act.

It is our understanding that this application for withdrawal of the Registration Statement will be deemed granted as of the date it is filed with the Commission unless the Registrant receives notice from the Commission that this application will not be granted.

If you have any questions or comments relating to the foregoing, please call the undersigned at 617-559-0033.

Sincerely,
Pro-Pharmaceuticals, Inc.

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