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**UNITED STATES  
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 14, 2010  
Date of Report (Date of earliest event reported)**

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**PRO-PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

**NEVADA**  
(State or other jurisdiction  
of incorporation)

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

**04-3562325**  
(IRS 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)

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 (see General Instruction A.2. below):

- 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 8.01. Other Events.**

In order to correct an inadvertent omission, Caturano and Company, P.C. has amended its Consent of Independent Registered Public Accounting Firm, which is Exhibit 23.1 to the Form 10-K Annual Report of Pro-Pharmaceuticals, Inc. (the "Company") for the 2009 fiscal year filed on March 12, 2010, so as to add a reference to the Company's Form S-8 Registration Statement no. 333-159247. The amended consent is attached to this report as Exhibit 23.1.

**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>
23.1	Consent of Caturano and Company, P.C., dated March 12, 2010



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**EXHIBIT INDEX**

Exhibit No.

Description

23.1

Consent of Caturano and Company, P.C., dated March 12, 2010

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statement Nos. 333-116629, 333-109893 and 333-159247 on Form S-8 of our report dated March 12, 2010 (which report expresses an unqualified opinion and includes explanatory paragraphs relating to the substantial doubt about the Company's ability to continue as a going concern as discussed in Note 1 and the change in the manner in which the Company accounts for certain warrants as discussed in Note 8), appearing in this Annual Report on Form 10-K of Pro-Pharmaceuticals, Inc. for the year ended December 31, 2009.

/s/ Caturano and Company, P.C.

Boston, Massachusetts  
March 12, 2010