

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

FORM SB-2

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

POST-EFFECTIVE AMENDMENT NO. 2

PRO-PHARMACEUTICALS, INC.  
(Name of Small Business Issuer in its Charter)

|  |  |   |
|--|--|---|
| Nevada<br>(State or other jurisdiction<br>of incorporation or<br>organization) | 8731<br>(Primary Standard<br>Industrial Classification<br>Code Number) | 04-3562325<br>(I.R.S. Employer<br>Identification No.) |
|--|--|---|

189 Wells Avenue, Suite 200  
Newton, Massachusetts 02459  
(617) 559-0033  
(Address and Telephone Number of  
Principal Executive Offices)

David Platt, Ph.D.  
President and Chief Executive Officer  
Pro-Pharmaceuticals, Inc.  
189 Wells Avenue, Suite 200  
Newton, Massachusetts 02459  
(617) 559-0033  
(Name, Address and Telephone Number  
of Agent for Service)

with copies to:

Jonathan C. Guest, Esq.  
Perkins, Smith & Cohen, LLP  
One Beacon Street  
Boston, Massachusetts 02108  
(617) 854-4000

Approximate date of re-commencement of proposed sale to the public: As soon as possible after this Post-Effective No. 2 to the Form SB-2 Registration Statement is declared effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered<br>Common Stock, | Number of Units/Shares to be Registered (1) | Proposed Maximum Offering Price per Unit (2) | Proposed Maximum Aggregate Offering Price (3) | Amount of Registration Fee (3) |
|---|---|--|---|--------------------------------|
|---|---|--|---|--------------------------------|

\$.001 par value

2,650,462

\$3.50

\$9,276,617

\$2,811\*

- (1) Total represents 1,428,572 shares of Common Stock to be offered by the Registrant and up to 1,221,890 already issued shares of the Common Stock of the Registrant to be offered by selling security holders of the Registrant. In the event of a stock split, stock dividend or similar transaction involving the Common Stock of the Registrant, in order to prevent dilution, the number of shares registered shall be automatically increased to cover additional shares in accordance with Rule 416(a) under the Securities Act.
- (2) Represents proposed maximum price per share of Common Stock to be offered by the Registrant.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o) under the Securities Act, based on proposed maximum offering price per share of Common Stock to be offered by the Registrant.

\* Filing fees were paid with respect to all of the shares of common stock at the time of the initial filing of the Company's Form SB-2 registration.

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The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

PRO-PHARMACEUTICALS, INC.

Deregistration of 1,242,573 Unsold Shares

This Post-Effective Amendment No. 2 to our Registration Statement on Form SB-2 (Registration No. 333-74604) effective December 12, 2001, as amended by Post-Effective Amendment No. 1 effective April 30, 2002, removes from registration 1,242,573 shares of our common stock which remained unsold at the termination of our "best efforts" offering of these shares as of the close of business on June 11, 2002.

The offering of 1,221,890 of our shares by the selling stockholders identified in the prospectus contained within the Registration Statement is still ongoing.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in Newton, Massachusetts on June 28, 2002.

PRO-PHARMACEUTICALS, INC.  
Registrant

By: /s/ David Platt

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Name: David Platt, Ph.D.  
Title: President

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature<br>-----   | Title<br>-----   | Date<br>----  |
|--|--|---------------|
| /s/ David Platt<br>-----<br>David Platt, Ph.D.                               | President, Chief Executive Officer,<br>Treasurer, Secretary and Director<br>(Principal Executive, Financial and<br>Accounting Officer) | June 28, 2002 |
| *<br>-----<br>James C. Czirr   | Director   | June 28, 2002 |
| *<br>-----<br>Peter L. Hauser  | Director   | June 28, 2002 |
| *<br>-----<br>Burton C. Firtel   | Director   | June 28, 2002 |
| *<br>-----<br>Dale H. Conaway, D.V.M.  | Director   | June 28, 2002 |
| *<br>-----<br>David H. Smith   | Director   | June 28, 2002 |
| *<br>-----<br>Edgar Ben-Josef, M.D.<br>* By David Platt,<br>attorney-in-fact | Director   | June 28, 2002 |