

SOLIGENIX, INC.  
Form 424B3  
May 17, 2011

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Prospectus Supplement dated May 17, 2011

Filed Pursuant to Rule 424(b)(3)  
File No. 333-157322

SOLIGENIX, INC.

This prospectus supplement supplements:

the prospectus dated April 22, 2011 relating to the offer and sale by the selling stockholders identified in the prospectus of up to 44,491,610 shares of our common stock.

This prospectus supplement contains the Form 10-Q that we filed with the Securities and Exchange Commission on May 13, 2011. This prospectus supplement should be read in conjunction with, and may not be utilized without, the relevant Prospectus, which is to be delivered with this prospectus supplement. This prospectus supplement is qualified by reference to the relevant Prospectus except to the extent that the information in this prospectus supplement updates and supersedes the information contained in such Prospectus, including any supplements or amendments thereto.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the Quarterly Period Ended March 31, 2011

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 000-16929  
\_\_\_\_\_

SOLIGENIX, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of  
incorporation or organization)

41-1505029

(I.R.S. Employer Identification Number)

29 EMMONS DRIVE, SUITE C-10  
PRINCETON, NJ

(Address of principal executive offices)

08540

(Zip Code)

(609) 538-8200

(Registrant's  
telephone number,  
including area  
code)

Indicate by check whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web Site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "accelerated filer" and "large accelerated filer" in Rule 112b-2 of the Exchange Act (Check one).

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of May 10, 2011, 217,979,861 shares of the registrant's common stock (par value, \$.001 per share) were outstanding.

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SOLIGENIX, INC.

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## PART I - FINANCIAL INFORMATION

## ITEM 1 - FINANCIAL STATEMENTS

Soligenix, Inc. and Subsidiaries  
Consolidated Balance Sheets  
(Unaudited)

	March 31, 2011	December 31, 2010
Assets		
Current assets:		
Cash and cash equivalents	\$ 5,948,261	\$ 7,451,714
Grants receivable	168,926	120,787
Taxes receivable	4,322	251,864
Prepaid expenses	94,722	187,494
Total current assets	6,216,231	8,011,859
Office furniture and equipment, net	18,909	20,699
Intangible assets, net	1,213,007	1,235,989
Total assets	\$ 7,448,147	\$ 9,268,547
Liabilities and shareholders' equity		
Current liabilities:		
Accounts payable	\$ 1,418,295	\$ 1,674,175
Accrued compensation	34,269	236,581
Total current liabilities	1,452,564	1,910,756
Commitments and contingencies		
Shareholders' equity:		
Preferred stock; 5,000,000 shares authorized; none issued or outstanding	-	-
Common stock, \$.001 par value; 400,000,000 shares authorized; 217,584,836 shares and 216,192,360 shares issued and outstanding in 2011 and 2010, respectively	217,584	216,192
Additional paid-in capital	123,237,189	122,880,378
Accumulated deficit	(117,459,190 )	(115,738,779 )
Total shareholders' equity	5,995,583	7,357,791
Total liabilities and shareholders' equity	\$ 7,448,147	\$ 9,268,547

The accompanying notes are an integral part of these consolidated financial statements.

Soligenix, Inc. and Subsidiaries  
Consolidated Statements of Operations  
For the Three Months Ended March 31, 2011 and 2010  
(Unaudited)

	Three Months Ended March 31,	
	2011	2010
Revenues, principally from grants	\$ 808,005	\$ 335,796
Cost of revenues	(554,037 )	(273,773 )
Gross profit	253,968	62,023
Operating expenses:		
Research and development	1,256,135	1,598,291
General and administrative	563,912	538,097
Stock-based compensation – research and development	116,669	40,204
Stock-based compensation – general and administrative	40,098	22,059
Total operating expenses	1,976,814	2,198,651
Loss from operations	(1,722,846 )	(2,136,628 )
Other income:		
Interest income	2,435	1,691
Interest expense	-	(1,323 )
Total other income	2,435	368
Net loss	(1,720,411 )	(2,136,260 )
Basic and diluted net loss per share	\$ (0.01 )	\$ ( 0.01 )
Basic and diluted weighted average common shares outstanding	216,845,543	186,513,653

The accompanying notes are an integral part of these consolidated financial statements.

Soligenix, Inc. and Subsidiaries  
Consolidated Statements of Changes in Shareholders' Equity  
For the Three Months Ended March 31, 2011  
(Unaudited)

Common Stock Shares &	Additional Paid-In	Accumulated
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