

eXegenics Inc
Form 4
March 30, 2007

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FROST PHILLIP MD ET AL

(Last) (First) (Middle)
4400 BISCAYNE BOULEVARD, 15TH FLOOR
(Street)

MIAMI, FL 33137

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
eXegenics Inc [EXEG]

3. Date of Earliest Transaction (Month/Day/Year)
03/27/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & Chariman

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/27/2007 | | A | | 36,518,923 | A | 2 | 36,518,923 | I | See Footnote (1) |
| Common Stock | | | | | 15,490,546 | I | | | | See Footnote (3) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------|-----------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares | |
| Warrants (Right to Buy) | \$ 0.6728 | 03/27/2007 | | A | 3,080,529 | | (4) | 03/27/2017 | 03/27/2017 | Common Stock | 3,080,529 |
| Warrants (Right to Buy) | \$ 0.8473 | 03/27/2007 | | A | 3,080,530 | | (4) | 03/27/2017 | 03/27/2017 | Common Stock | 3,080,530 |
| Warrants (Right to Buy) | \$ 1.0466 | 03/27/2007 | | A | 3,080,530 | | (4) | 03/27/2017 | 03/27/2017 | Common Stock | 3,080,530 |
| Warrants (Right to Buy) | \$ 0.4984 | 03/27/2007 | | A | 4,000,000 | | (4) | 03/27/2017 | 03/27/2017 | Common Stock | 4,000,000 |
| Warrants (Right to Buy) | \$ 0.0002 | 03/27/2007 | | A | 81,085 | | (4) | 01/11/2017 | 01/11/2017 | Common Stock | 81,085 |
| Warrants (Right to Buy) | \$ 38.54 | 03/27/2007 | | A | 6,487 | | (4) | 01/11/2017 | 01/11/2017 | Common Stock | 648,700 |
| Warrants (Right to Buy) | \$ 0.672 | 03/27/2007 | | A | 22,124 | | (4) | 03/27/2017 | 03/27/2017 | Common Stock | 22,124 |
| Warrants (Right to Buy) | \$ 0.8473 | 03/27/2007 | | A | 22,124 | | (4) | 03/27/2017 | 03/27/2017 | Common Stock | 22,124 |
| Warrants (Right to Buy) | \$ 1.0467 | 03/27/2007 | | A | 22,125 | | (4) | 03/27/2017 | 03/27/2017 | Common Stock | 22,125 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| FROST PHILLIP MD ET AL 4400 BISCAYNE BOULEVARD | X | X | CEO & Chariman | |

15TH FLOOR
MIAMI, FL 33137

Signatures

/s/ Phillip Frost,
M.D.

03/29/2007

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The securities are held by Frost Gamma Investments Trust, of which Phillip Frost, M.D., is the trustee. Frost Gamma Limited Partnership is the sole and exclusive beneficiary of Frost Gamma Investments Trust. Dr. Frost is one of two limited partners of Frost Gamma, L.P.

(1) The general partner of Frost Gamma, L.P. is Frost Gamma, Inc., and the sole shareholder of Frost Gamma, Inc. is Frost-Nevada Corporation. Dr. Frost is also the sole shareholder of Frost-Nevada Corporation. The reporting person disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(2) Frost Gamma Investment Trust acquired these securities in connection with the merger of Froptix Corporation into a wholly-owned subsidiary of the issuer in exchange for securities of Froptix held by Frost Gamma Investment Trust immediately before the merger. On the effective date of the merger the closing sales price of the issuer's common stock was \$3.28.

(3) These securities are owned directly by The Frost Group, LLC. Frost Gamma Investments Trust is a principal member of The Frost Group. The reporting person disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(4) These warrants are immediately exercisable.

(5) These warrants were acquired by The Frost Group as part of the consideration paid by the issuer for a line of credit extended by The Frost Group to the issuer in connection with the merger.

(6) The Frost Group acquired these securities in connection with the merger of Acuity Pharmaceuticals, Inc. into a wholly-owned subsidiary of the issuer in exchange for securities of Acuity held by The Frost Group immediately before the merger. On the effective date of the merger the closing sales price of the issuer's common stock was \$3.28 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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