

EPIX Pharmaceuticals, Inc.

Form 10-K/A

April 11, 2007

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K/A
Amendment No. 1**

(Mark One)

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

For the fiscal year ended December 31, 2006

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 number: 0-21863
EPIX PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

Delaware

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

04-3030815

(I.R.S. Employer Identification No.)

4 Maguire Road, Lexington, Massachusetts

(Address of principal executive offices)

02421

(Zip Code)

Registrant's telephone number, including area code:

(781) 761-7600

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of Each Class

Name of Each Exchange on Which Registered

Common Stock, \$0.01 par value per share

The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Exchange Act:

NONE

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes No

Indicate by check mark whether the registrant (1) has 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer" and "large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check One)

Large accelerated filer Accelerated filer Non-accelerated filer

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

The aggregate market value of the registrant's voting and non-voting common stock held by non-affiliates of the registrant (without admitting that any person whose shares are not included in such calculation is an affiliate) computed by reference to the price at which the common stock was last sold as of the last business day of the registrant's most recently completed second fiscal quarter was \$87,760,000.

As of March 19, 2007, the registrant had 32,597,971 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents (or parts thereof) are incorporated by reference into the following parts of this Form 10-K: Certain information required in Part III of this Annual Report on Form 10-K is incorporated from the Registrant's Proxy Statement for the 2007 Annual Meeting of Stockholders.

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EXPLANATORY NOTE

This Amendment No. 1 to the Annual Report on Form 10-K (the "Form 10-K") of EPIX Pharmaceuticals, Inc. for the fiscal year ended December 31, 2006 is being filed solely for the purpose of correcting a typographical error contained in Exhibit 32 to the original filing of the Form 10-K, filed on April 10, 2007. As amended, the Annual Report on Form 10-K for the year ended December 31, 2005 has been replaced with the Annual Report on Form 10-K for the year ended December 31, 2006. The remainder of the Form 10-K is unchanged and is not reproduced in this Amendment No. 1. This Amendment No. 1 speaks as of the original filing date of the Form 10-K and does not reflect events occurring after the filing date of the original Form 10-K, or modify or update the disclosures therein in any way other than as required to reflect the amendment described above.

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SIGNATURES

Pursuant to the requirements of Section 13 or Section 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

EPIX PHARMACEUTICALS, INC.

By: /s/ KIM C. DRAPKIN
 Kim C. Drapkin, CPA
 Chief Financial Officer
 (Principal Financial and Accounting
 Officer)

April 11, 2007

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of EPIX Pharmaceuticals, Inc., hereby severally constitute and appoint Kim C. Drapkin and Michael G. Kauffman, M.D., Ph.D., and each of them singly, our true and lawful attorneys, with full power to them and each of them singly, to sign for us in our names in the capacities indicated below, all amendments to this report, and generally to do all things in our names and on our behalf in such capacities to enable EPIX Pharmaceuticals, Inc. to comply with the provisions of the Securities Exchange Act of 1934, as amended, and all requirements of the Securities and Exchange Commission.

Pursuant to the requirements of the Securities Act of 1934, this Report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|---|----------------|
| /s/ MICHAEL G. KAUFFMAN Michael G. Kauffman, M.D., Ph.D. | Chief Executive Officer and Director (Principal Executive Officer) | April 11, 2007 |
| /s/ KIM C. DRAPKIN Kim C. Drapkin, CPA | Chief Financial Officer (Principal Financial and Accounting Officer) | April 11, 2007 |
| /s/ CHRISTOPHER F.O. GABRIELI Christopher F.O. Gabrieli | Chairman of the Board of Directors | April 11, 2007 |
| /s/ FREDERICK FRANK Frederick Frank | Vice Chairman of the Board of Directors | April 11, 2007 |
| /s/ MICHAEL GILMAN Michael Gilman, Ph.D. | Director | April 11, 2007 |
| /s/ MARK LEUCHTENBERGER Mark Leuchtenberger | Director | April 11, 2007 |

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|------------------------|----------|----------------|
| /s/ ROBERT J. PEREZ | Director | April 11, 2007 |
| Robert J. Perez | | |
| /s/ GREGORY D. PHELPS | Director | April 11, 2007 |
| Gregory D. Phelps | | |
| /s/ IAN F. SMITH | Director | April 11, 2007 |
| Ian F. Smith, CPA, ACA | | |

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EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|--|
| 32 | Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, U.S. Code) |