

EPIX Pharmaceuticals, Inc.
Form 10-Q/A
August 24, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1 on

FORM 10-Q/A

(Mark One)

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

For the quarterly period ended March 31, 2005

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.)

161 FIRST STREET

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CAMBRIDGE, MA 02142

(Address of principal executive offices, including zip code)

(617) 250-6000

(Registrant's telephone number, including area code)

Not applicable

(Former name, former address and former fiscal year, if changed since last report)

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 whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of April 29, 2005, 23,257,132 shares of the registrant's Common Stock, \$.01 par value per share, were issued and outstanding.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005 is being filed by the Registrant solely to correct an administrative error in the Certifications of Principal Executive Officer and Principal Financial Officer required by Section 302 of the Sarbanes-Oxley Act of 2002.

PART II OTHER INFORMATION

Item 6. Exhibits

- 31.1 Certification of Principal Executive Officer required by Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Principal Financial Officer required by Section 302 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: August 24, 2005

By:

/s/ Robert B. Pelletier

Robert B. Pelletier
Executive Director of Finance and
Principal
Accounting Officer

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|---|
| 31.1 | Certification of Principal Executive Officer required by Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification of Principal Financial Officer required by Section 302 of the Sarbanes-Oxley Act of 2002. |