

GENTA INC DE/
Form 8-K
March 13, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

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

Date of report (Date of earliest event reported): **March 13, 2006**

GENTA INCORPORATED

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

Delaware
(State or Other Jurisdiction of
Incorporation)

000-19635
(Commission
File Number)

33-0326866
(IRS Employer Identification No.)

**Two Connell Drive, Berkeley
Heights, NJ**
(Address of Principal Executive Offices)

07922
(Zip Code)

(908) 286-9800
(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events

On March 13, 2006, Genta Incorporated, a Delaware corporation (the Company), issued a press release announcing that the Company has completed its previously announced sale of 19,000,000 shares of common stock pursuant to the Company's shelf registration statement declared effective on May 11, 2004 and has received total gross proceeds of approximately \$40.8 million, before fees and expenses. The shares were sold to certain institutional investors at \$2.15 per share. Cowen & Co., LLC served as lead placement agent for the offering, with Rodman & Renshaw, LLC serving as co-placement agent.

A copy of the press release is filed as Exhibit 99.1 to this report and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|-------------|--|
| 99.1 | Press Release of the Company dated March 13, 2006. |

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 hereunto duly authorized.

GENTA INCORPORATED

Date: March 13, 2006

By: /s/ Richard J. Moran

Name: Richard J. Moran
Title: Senior Vice President, Chief
Financial Officer and Corporate
Secretary