

GENTA INC DE/
Form 8-K
June 15, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): June 15, 2010

GENTA INCORPORATED
(Exact Name of Registrant
as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

0-19635
(Commission File Number)

33-0326866
(IRS Employer Identification No.)

200 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:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a -12)
 - o Pre -commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d -2(b))
 - o Pre -commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

Genta Incorporated, (the Company), held its Annual Meeting of Stockholders on June 15, 2010. The stockholders voted on the following matters:

Proposal 1. Election of Directors.

Stockholders elected each of the Board's four director nominees as set forth below:

| Director | Votes For | Withheld | Broker Non-Votes |
|------------------------------|-------------|-----------|------------------|
| Raymond P. Warrell, Jr. M.D. | 329,059,341 | 7,320,874 | 197,175,209 |
| Christopher P. Parios | 330,094,702 | 6,285,513 | 197,175,209 |
| Daniel D. Von Hoff, M.D. | 329,965,925 | 6,414,290 | 197,175,209 |
| Douglas G. Watson | 330,145,798 | 6,234,417 | 197,175,209 |

Proposal 2. To authorize our Board of Directors to effect a reverse stock split of our outstanding Common Stock at any ratio up to 1-for-100

Stockholders provided authorization to our Board of Directors to effect a reverse stock split as more than 50% of the outstanding shares of the Company were voted for this proposal

| | |
|---------|-------------|
| For | 470,593,293 |
| Against | 62,649,155 |
| Abstain | 312,976 |

Proposal 3. To approve an amendment and restatement of our 2009 Stock Incentive Plan to change the number of shares of Common Stock authorized for issuance under our plan

Stockholders approved the amendment and restatement of our 2009 Stock Incentive Plan.

| | |
|-----------|-------------|
| For | 316,134,514 |
| Against | 18,548,104 |
| Abstain | 1,697,597 |
| Broker | 197,175,209 |
| Non-Votes | |

Proposal 4. To ratify the appointment of Amper Politziner & Mattia, LLP as our independent registered public accounting firm for the year ended December 31, 2010

Stockholders ratified the appointment of Amper Politziner & Mattia, LLP.

| | |
|---------|-------------|
| For | 514,942,982 |
| Against | 8,968,856 |
| Abstain | 9,643,586 |

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: June 15, 2010

By: /s/ GARY SIEGEL

Name: Gary Siegel

Title: Vice President, Finance
