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IMMTECH INTERNATIONAL INC
Form 424B5
July 27, 2004

FILED PURSUANT TO RULE 424(b) (5)
REGISTRATION NOS. 333-108278 AND 333-117677

PROSPECTUS SUPPLEMENT
(TO PROSPECTUS DATED APRIL 23, 2004)

782,608 Shares

Immtech International, Inc.

Common Stock

The Company is selling all of the 782,608 shares of common stock offered by this prospectus supplement.

Our common stock is listed on the American Stock Exchange ("AMEX") under the symbol "IMM". On July 26, 2004, the last reported sale price of our common stock on AMEX was \$12.45 per share.

INVESTING IN OUR COMMON STOCK INVOLVES A HIGH DEGREE OF RISK. BEFORE BUYING ANY SHARES, YOU SHOULD READ THE DISCUSSION OF MATERIAL RISKS OF INVESTING IN OUR COMMON STOCK IN "RISK FACTORS" BEGINNING ON PAGE S-8 OF THIS PROSPECTUS SUPPLEMENT AND PAGE 1 OF THE ATTACHED PROSPECTUS.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS SUPPLEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

	PER SHARE -----	TOTAL -----
Public offering price.....	\$10.25	\$8,021,732
Underwriting discounts and commissions...	\$0.615	\$ 481,304
Proceeds to us (before expenses).....	\$9.635	\$7,540,428

The underwriter may also purchase from us up to an additional 117,391 shares of our common stock at the public offering price less the underwriting discounts, to cover over-allotments, if any, within 30 days of the date of this prospectus supplement.

The shares of common stock will be ready for delivery on or about July 30, 2004.

Jefferies & Company, Inc.

The date of this prospectus supplement is July 26, 2004.

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You should rely only on the information contained in this prospectus supplement and the accompanying prospectus, including any information incorporated by reference herein and therein. We have not authorized anyone to provide you with information different from that contained in this prospectus supplement or the prospectus. We are not making an offer to sell or seeking offers to buy these securities in any jurisdiction where the offer or sale is not permitted. Neither the delivery of this prospectus supplement nor any sale made hereunder shall, under any circumstances, create any implication that the information contained or incorporated by reference herein is correct as of any time other than the date of this prospectus supplement.

As used in this prospectus supplement, the terms "we," "us," "our," the "Company" and "Immtech" means Immtech International, Inc. and its subsidiaries (unless the context indicates a different meaning), and the term "common stock" means our common stock, \$0.01 par value per share.

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ABOUT THIS PROSPECTUS SUPPLEMENT

We provide information to you about this offering of our common stock in two separate documents: (a) the accompanying prospectus, which provides general information, some of which may not apply to this offering or may have been superseded by subsequent events or filings with the Securities and Exchange Commission ("SEC") and (b) this prospectus supplement, which describes the specific details regarding this offering. Generally, when we refer to this "prospectus," we are referring to both documents combined. This prospectus supplement is not complete without, and may not be delivered or used except in connection with, the accompanying prospectus. You should read this entire prospectus supplement and the accompanying prospectus, as well as the information incorporated by reference herein and therein, before making an investment decision. To the extent the information contained in this prospectus supplement or the documents incorporated by reference in this prospectus supplement differs or varies from the information contained in the accompanying prospectus, the information in this prospectus supplement, or any documents incorporated by reference in this prospectus supplement, will modify and supersede the information in the accompanying prospectus.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this prospectus supplement and accompanying prospectus and in the documents incorporated by reference in this prospectus supplement and accompanying prospectus constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements frequently, but not always, use the words "may," "intend," "plan," "believe," "will," "anticipate"

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or "expect" or similar words and may include statements concerning our
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