

SOLIGENIX, INC.
Form 424B3
August 12, 2015

Prospectus Supplement No. 2 **Filed Pursuant to Rule 424(b)(3)**

(To Prospectus dated March 27, 2015) **File No. 333-192908**

SOLIGENIX, INC.

3,905,440 SHARES OF COMMON STOCK

This Prospectus Supplement No. 2 (this “Prospectus Supplement”) supplements the prospectus dated March 27, 2015 (the “Final Prospectus”), relating to the offer and sale of up to 3,905,440 shares of our common stock, par value \$0.001 per share, by Lincoln Park Capital Fund, LLC.

This Prospectus Supplement contains the Quarterly Report on Form 10-Q that we filed with the Securities and Exchange Commission on August 12, 2015. This Prospectus Supplement should be read in conjunction with, and may not be utilized without, the Final Prospectus, which is to be delivered with this Prospectus Supplement. This Prospectus Supplement is qualified by reference to the Final Prospectus except to the extent that the information in this Prospectus Supplement updates and supersedes the information contained in the Final Prospectus, including any supplements or amendments thereto.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

Prospectus Supplement No. 2 dated August 12, 2015.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

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

For the Quarterly Period Ended June 30, 2015

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 No. 000-16929

SOLIGENIX, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of
incorporation or organization)

41-1505029

(I.R.S. Employer
Identification Number)

**29 EMMONS DRIVE, SUITE C-10
PRINCETON, NJ**

(Address of principal executive offices)

08540

(Zip Code)

(609) 538-8200

(Registrant's telephone number, including area code)

Indicate by check whether the registrant (1) 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 has submitted electronically and posted on its corporate Web Site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "accelerated filer" and "large accelerated filer" in Rule 112b-2 of the Exchange Act (Check one).

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

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

As of August 05, 2015, 26,381,976 shares of the registrant's common stock (par value, \$.001 per share) were outstanding.

SOLIGENIX, INC.

Index

	<u>Description</u>	<u>Page</u>
Part I FINANCIAL INFORMATION		
Item 1	Consolidated Financial Statements	3
	Consolidated Balance Sheets as of June 30, 2015 (unaudited) and December 31, 2014	3
	Consolidated Statements of Operations for the Three and Six Months Ended June 30, 2015 and 2014 (unaudited)	4
	Consolidated Statements of Changes in Shareholders' Deficiency for the Six Months Ended June 30, 2015 (unaudited)	5
	Consolidated Statements of Cash Flows for the Six Months Ended June 30, 2015 and 2014 (unaudited)	6
	Notes to Consolidated Financial Statements	7
Item 2	Management's Discussion and Analysis of Financial Condition and Results of Operations	19
Item 3	Quantitative and Qualitative Disclosures About Market Risk	38
Item 4	Controls and Procedures	38
Part II OTHER INFORMATION		
Item 1A	Risk Factors	39
Item 2	Unregistered Sales of Equity Securities and Use of Proceeds	39
Item 6	Exhibits	41
	SIGNATURES	40

PART I - FINANCIAL INFORMATION**ITEM 1 - Financial Statements****Soligenix, Inc. and Subsidiaries****Consolidated Balance Sheets**

	June 30, 2015 (Unaudited)	December 31, 2014
Assets Current assets:		
Cash and cash equivalents	\$4,035,578	\$5,525,094
Contracts and grants receivable	733,565	794,767
Prepaid expenses	243,538	172,928
Total current assets	5,012,681	6,492,789
Office furniture and equipment, net	52,919	51,510
Intangible assets, net	300,589	409,949
Total assets	\$5,366,189	\$6,954,248
Liabilities and shareholders' deficiency		
Current liabilities:		
Accounts payable	\$2,636,447	\$3,003,545
Warrant liability	6,201,555	3,789,562
Accrued compensation	48,087	315,030
Total current liabilities	8,886,089	7,108,137
Commitments and contingencies		
Shareholders' deficiency:		
Preferred stock: 350,000 shares authorized: none issued or outstanding	-	-
Common stock: \$.001 par value: 50,000,000 shares authorized; 26,374,833 shares and 23,936,568 shares issued and outstanding at June 30, 2015 and December 31, 2014, respectively	26,375	23,937
Additional paid-in capital	144,047,090	138,868,523
Accumulated deficit	(147,593,365)	(139,046,349)
Total shareholders' deficiency	(3,519,900)	(153,889)
Total liabilities and shareholders' deficiency	\$5,366,189	\$6,954,248

The accompanying notes are an integral part of these consolidated financial statements.

Soligenix, Inc. and Subsidiaries**Consolidated Statements of Operations****For the Three and Six Months Ended June 30, 2015 and 2014****(Unaudited)**

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Revenues				
Contract revenue	\$ 1,082,141	\$ 892,190	\$ 1,794,547	\$ 1,558,497
Grant revenue	17,686	526,058	121,566	770,348
Total revenues	1,099,827	1,418,248	1,916,113	2,328,845
Cost of revenues	(816,702)	(1,034,584)	(1,344,101)	(1,663,565)
Gross profit	283,125	383,664	572,012	665,280
Operating expenses:				
Research and development	1,442,914	1,213,224	2,472,798	2,243,845
General and administrative	874,962	866,271	1,692,232	1,707,175
Total operating expenses	2,317,876	2,079,495	4,165,030	3,951,020
Loss from operations	(2,034,751)	(1,695,831)	(3,593,018)	(3,285,740)
Other income (expense):				
Change in fair value of warrant liability	(1,943,494)	746,992	(4,955,110)	(995,098)
Interest income	551	322	1,112	613
Total other income (expense)	(1,942,943)	747,314	(4,953,998)	(994,485)
Net loss	\$(3,977,694)	\$(948,517)	\$(8,547,016)	\$(4,280,225)
Basic and diluted net loss per share	\$(0.15)	\$(0.05)	\$(0.34)	\$(0.22)
Basic and diluted weighted average common shares outstanding	25,726,264	19,949,539	25,066,038	19,844,505

The accompanying notes are an integral part of these consolidated financial statements.

Soligenix, Inc. and Subsidiaries**Consolidated Statements of Changes in Shareholders' Deficiency****For the Six Months Ended June 30, 2015****(Unaudited)**

	Common Stock		Additional Paid-In	Accumulated	
	Shares	Par Value	Capital	Deficit	Total
Balance, December 31, 2014	23,936,568	\$23,937	\$138,868,523	\$(139,046,349)	\$(153,889)
Issuance of common stock pursuant to Lincoln Park Equity Line	613,611	614	1,114,411	-	1,115,025
Issuance of common stock to vendors	77,243	77	118,684	-	118,761
Reclassification of warrant liability upon partial exercise of warrants issued in unit offering	-	-	2,543,117	-	2,543,117
Issuance of common stock from exercise of warrants	1,739,286	1,739	1,111,425	-	1,113,164
Issuance of common stock from exercise of stock options	8,125	8	11,742	-	11,750
Share-based compensation expense	-	-	279,188	-	279,188
Net loss	-	-	-	(8,547,016)	(8,547,016)
Balance, June 30, 2015	26,374,833	\$26,375	\$144,047,090	\$(147,593,365)	\$(3,519,900)

The accompanying notes are an integral part of these consolidated financial statements.

Soligenix, Inc. and Subsidiaries

Consolidated Statements of Cash Flows

For the Six Months Ended June 30,

(Unaudited)

	2015	2014
Operating activities:		
Net loss	\$(8,547,016)	\$(4,280,225)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization and depreciation	121,657	122,494
Warrants issued to vendors	-	4,775
Issuance of common stock	118,761	