

GENTA INC DE/
Form 8-K
May 28, 2009

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): May 28, 2009

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:

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



Item 8.01 Other Events.

On May 28, 2009, Genta Incorporated, (the Company), announced that that it has scheduled a special meeting for stockholders of record as of May 27, 2009.

As disclosed in the proxy statement (“Proxy”) that has been filed with the Securities and Exchange Commission, the purpose of the meeting will be to authorize the Genta Board of Directors to potentially implement a reverse stock split of the Company’s common stock in any ratio up to 1:100.

Genta’s Board of Directors recommends approval of this resolution. As previously disclosed in the Proxy, if our stockholders do not adopt the reverse stock split resolution, it will constitute an event of default under the provisions of the convertible debt financing announced on April 2, 2009, which the Board believes will potentially result in serious and negative consequences for stockholders that are outlined in the Proxy.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|-------------------|---|
| 99.1 | Press Release of the Company dated May 28, 2009 |

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: May 28, 2009

By: /s/ GARY SIEGEL

Name: Gary Siegel

Title: Vice President, Finance

EXHIBIT INDEX

| Exhibit Number | Description | Sequentially Numbered Page |
|-------------------|---|-------------------------------|
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