

GENTA INC DE/  
Form 8-K  
March 26, 2009

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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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 20, 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)

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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)

- 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 March 20, 2009, the Superior Court of New Jersey granted the motion of Genta Incorporated (the “Company”) to dismiss the class action complaint filed against the Company, the Company’s Board of Directors and certain of the Company’s executive officers as described below.

In September 2008, several of the Company’s stockholders, on behalf of themselves and all others similarly situated, filed a class action complaint against the Company, the Company’s Board of Directors, and certain of the Company’s executive officers in Superior Court of New Jersey, captioned *Collins v. Warrell*, Docket No. L-3046-08. The complaint alleged that in issuing convertible notes, the Company’s Board of Directors and certain officers breached their fiduciary duties, and the Company aided and abetted the breach of fiduciary duty. Defendants filed a motion to dismiss on December 29, 2008.

The Company has not yet received a copy of the Order granting the motion to dismiss or the Opinion of the Superior Court of New Jersey.

The Company and the individual defendants were represented by Morgan, Lewis & Bockius LLP.

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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 26, 2009

By: /s/ GARY SIEGEL  
Name: Gary Siegel  
Title: Vice President, Finance