SOLIGENIX, INC.
Form 424B3
April 29, 2016

**Filed pursuant to Rule 424(b)(3)**

**Registration Number 333-210665**

**PROSPECTUS**

**SOLIGENIX, INC.**

**5,600,000 SHARES OF COMMON STOCK**

This prospectus relates to the offer and sale of up to 5,600,000 shares of our common stock by Lincoln Park Capital Fund, LLC ("Lincoln Park"). Lincoln Park is sometimes referred to in this prospectus as the selling stockholder.

The shares of common stock being offered by the selling stockholder have been or may be issued pursuant to the purchase agreement dated March 22, 2016 that we entered into with Lincoln Park, which we refer to in this prospectus as the "Purchase Agreement." Please refer to the section of this prospectus entitled "The Lincoln Park Transaction" for a description of the Purchase Agreement and the section entitled "Selling Stockholder" for additional information regarding Lincoln Park. The prices at which Lincoln Park may sell the shares will be determined by the prevailing market price for the shares or in negotiated transactions.

Soligenix, Inc. is not selling any securities under this prospectus and will not receive any of the proceeds from the sale of shares by the selling stockholder. References in this prospectus to the "Company," "we," "our," and "us" refer to Soligenix, Inc.

The selling stockholder may sell the shares of common stock described in this prospectus in a number of different ways and at varying prices. See "Plan of Distribution" for more information about how the selling stockholder may sell the shares of common stock being registered pursuant to this prospectus. The selling stockholder is an "underwriter" within the meaning of Section 2(a)(11) of the Securities Act of 1933, as amended.

We have paid and will pay the expenses incurred in registering the shares, including legal and accounting fees. See "Plan of Distribution."

Our common stock is currently quoted on the OTCQB market under the symbol “SNGX”. On April 4, 2016, the last quoted sale price of our common stock as reported on the OTCQB was $0.83 per share.

**Investing in our securities involves significant risks, including those set forth in the “Risk Factors” section of this prospectus beginning on page 6.**

**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.**

**The date of this prospectus is April 29, 2016**

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You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with different information.

We have not authorized the placement agent or any underwriters, brokers or dealers to make an offer of the units in any jurisdiction where the offer is not permitted.

You should not assume that the information in this prospectus is accurate as of any date other than the date on the front of this prospectus.

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**PROSPECTUS SUMMARY**

*This summary highlights certain information appearing elsewhere in this prospectus. For a more complete understanding of this offering, you should read the entire prospectus carefully, including the risk factors and the financial statements. References in this prospectus to "we," "us," "our," and "Soligenix" refer to Soligenix, Inc. You should read both this prospectus together with additional information described below under the heading "Where You Can Find More Information."*

**Business Overview**

We are a late-stage biopharmaceutical company focused on developing and commercializing products to treat rare diseases where there is an unmet medical need. We maintain two active business segments: BioTherapeutics and Vaccines/BioDefense.

Our BioTherapeutics business segment is developing a first-in-class photodynamic therapy (SGX301) utilizing topical synthetic hypericin activated with safe visible light for the treatment of cutaneous T-cell lymphoma ("CTCL"), proprietary formulations of oral beclomethasone 17,21-dipropionate ("BDP") for the prevention/treatment of gastrointestinal ("GI") disorders characterized by severe inflammation, including pediatric Crohn's disease (SGX203) and acute radiation enteritis (SGX201), and our novel innate defense regulator technology, dusquetide (SGX942) for the treatment of oral mucositis in head and neck cancer.

Our Vaccines/BioDefense business segment includes active development programs for RiVax™, our ricin toxin vaccine candidate, OrbeShield®, our GI acute radiation syndrome ("GI ARS") therapeutic candidate and SGX943, our melioidosis therapeutic candidate. The development of our vaccine programs currently is supported by our heat stabilization technology, known as ThermoVax®, under existing and on-going government contract funding. With the government contract from the National Institute of Allergy and Infectious Diseases ("NIAID"), we will attempt to advance the development of RiVax™ to protect against exposure to ricin toxin. We plan to use the funds received under our government contracts with the Biomedical Advanced Research and Development Authority ("BARDA") and NIAID to advance the development of OrbeShield® for the treatment of GI ARS.

An outline for our business strategy follows:

Complete enrollment and report preliminary results in our pivotal Phase 3 clinical trial of SGX301 for the treatment of CTCL;

Initiate a Phase 3 clinical trial of SGX203, for the treatment of pediatric Crohn's disease;

Continue to collect the long-term follow-up safety data from the SGX942 Phase 2 proof-of-concept study in the treatment of oral mucositis in head and neck cancer patients and publish the findings from this study;

Obtain agreement from the United States Food and Drug Administration (the "FDA") on a pivotal Phase 2b/3 protocol of SGX942 in the treatment of oral mucositis in head and neck cancer patients;

Continue development of RiVax™ in combination with our ThermoVax® technology, to develop new heat stable vaccines in biodefense and infectious diseases with the potential to collaborate and/or partner with other companies in these areas;

Advance the preclinical and manufacturing development of OrbeShield® as a biodefense medical countermeasure for the treatment of GI ARS;

Continue to apply for and secure additional government funding for each of our BioTherapeutics and Vaccines/BioDefense programs through grants, contracts and/or procurements;

Acquire or in-license new clinical-stage compounds for development; and

Explore other business development and merger/acquisition strategies.

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**Product Candidates in Development**

The following tables summarize our product candidates under development:

**BioTherapeutic Product Candidates**

| Soligenix Product Candidate | Therapeutic Indication | Stage of Development |
|---|---|---|
| SGX301 | Cutaneous T-Cell Lymphoma | Phase 2 trial completed; demonstrated significantly higher response rate compared to placebo;<br><br>Phase 3 clinical trial initiated in the second half of 2015, with data expected in the second half of 2016 |
| SGX942 | Oral Mucositis in Head and Neck Cancer | Phase 2 trial initiated in the second half of 2013,<br><br>with positive preliminary results reported in the second half of 2015; seek to obtain FDA agreement on the Phase 2b/3 protocol in the second half of 2016 |
| SGX203** | Pediatric Crohn's disease | Phase 1/2 clinical trial completed June 2013, efficacy data, pharmacokinetic (PK)/pharmacodynamic (PD) profile and safety confirmed;<br><br>Phase 3 clinical trial planned for the second half of 2016, with data expected in the first half of 2018 |
| SGX201** | Acute Radiation Enteritis | Phase 1/2 clinical trial complete;<br><br>safety and preliminary efficacy demonstrated;<br><br>Phase 2 trial planned for the first half of 2017 |

**Vaccine Thermostability Platform****

| Soligenix Product Candidate | Indication | Stage of Development |
|---|---|---|
| ThermoVax® | Thermostability of aluminum adjuvanted vaccines | Pre-clinical |

**BioDefense Product Candidates****

| Soligenix Product Candidate | Indication | Stage of Development |
|---|---|---|
| RiVax™ | Vaccine against | Phase 1B trial complete, safety and neutralizing antibodies for protection demonstrated; |

| | | |
|---|---|---|
| | Ricin Toxin Poisoning | Phase 1/2 trial planned for the second half of 2016 |
| OrbeShield® | Therapeutic against GI ARS | Pre-clinical program initiated |
| SGX943 | Melioidosis | Pre-clinical |

** Contingent upon continued government contract and grant funding.

**Corporate Information**

We were incorporated in Delaware in 1987 under the name Biological Therapeutics, Inc. In 1987, we merged with Biological Therapeutics, Inc., a North Dakota corporation, pursuant to which we changed our name to "Immunotherapeutics, Inc." We changed our name to "Endorex Corp." in 1996, to "Endorex Corporation" in 1998, to "DOR BioPharma, Inc." in 2001, and finally to "Soligenix, Inc." in 2009. Our principal executive offices are located at 29 Emmons Drive, Suite C-10, Princeton, New Jersey 08540 and our telephone number is (609) 538-8200.

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**The Offering**

On March 22, 2016, we entered into the Purchase Agreement with Lincoln Park, pursuant to which Lincoln Park has agreed to purchase from us up to an aggregate of $12 million of our common stock (subject to certain limitations) from time to time over a 36-month period. Also on March 22, 2016, we entered into a Registration Rights Agreement (the "Registration Rights Agreement") with Lincoln Park, pursuant to which we have filed with the U.S. Securities and Exchange Commission (the "SEC") the registration statement that includes this prospectus to register for resale under the Securities Act of 1933, as amended (the "Securities Act"), the shares that have been or may be issued to Lincoln Park under the Purchase Agreement.

Other than 100,000 shares of our common stock that we have already issued to Lincoln Park pursuant to the terms of the Purchase Agreement as consideration for its commitment to purchase shares of our common stock under the Purchase Agreement, we do not have the right to commence any sales to Lincoln Park under the Purchase Agreement until the SEC has declared effective the registration statement of which this prospectus forms a part. Thereafter, we may, from time to time and at our sole discretion, direct Lincoln Park to purchase shares of our common stock in amounts up to 100,000 shares on any single business day so long as at least one business day has passed since the most recent purchase. We can also increase the amount of our common stock to be purchased under certain circumstances to up to 250,000 shares but not exceeding $750,000 per purchase plus an additional "accelerated amount" under certain circumstances. Except as described in this prospectus, there are no trading volume requirements or restrictions under the Purchase Agreement, and we will control the timing and amount of any sales of our common stock to Lincoln Park. The purchase price of the shares that may be sold to Lincoln Park under the Purchase Agreement will be based on the market price of our common stock immediately preceding the time of sale as computed under the Purchase Agreement without any fixed discount; provided that in no event will such shares be sold to Lincoln Park where such sale would result in Lincoln Park's beneficial ownership exceeding 4.99% of the then outstanding shares of our common stock. The purchase price per share will be equitably adjusted for any reorganization, recapitalization, non-cash dividend, stock split, or other similar transaction occurring during the business days used to compute such price. We may at any time in our sole discretion terminate the Purchase Agreement without fee, penalty or cost upon one business day notice. Lincoln Park may not assign or transfer its rights and obligations under the Purchase Agreement.

As of April 4, 2016, there were 31,369,522 shares of our common stock outstanding, of which 23,748,125 shares were held by non-affiliates, including the 100,000 shares that we have already issued to Lincoln Park under the Purchase Agreement. Although the Purchase Agreement provides that we may sell up to $12,000,000 of our common stock to Lincoln Park only 5,600,000 shares of our common stock are being offered under this prospectus, which represents (i) 100,000 shares that we have issued to Lincoln Park as a commitment fee, (ii) 5,000,000 shares which may be sold to Lincoln Park in the future under the Purchase Agreement and (iv) 500,000 shares that we are required to issue proportionally in the future, as an additional commitment fee, if and when we sell shares to Lincoln Park under the Purchase Agreement. The additional commitment shares are issued pro rata as Lincoln Park purchases up to $12,000,000 of our common stock as directed by us. For example, if we elect, at our sole discretion, to require Lincoln Park to purchase $100,000 of our stock, then we would issue 4,167 shares of the pro rata commitment fee, which is the product of $100,000 (the amount we have elected to sell) divided by $12,000,000 (the total amount we

can sell Lincoln Park under the Purchase Agreement) multiplied by 500,000 (the total number of pro rata commitment shares), rounded up or down to the nearest whole share. The pro rata commitment shares will only be issued pursuant to this formula as and when we elect at our discretion to sell stock to Lincoln Park. Lincoln Park may not assign or transfer its rights and obligations under the Purchase Agreement. If all of the 5,600,000 shares offered by Lincoln Park under this prospectus were issued and outstanding as of the date hereof, such shares would represent 15.2% of the total number of shares of our common stock outstanding and 23.6% of the total number of outstanding shares held by non-affiliates, in each case as of the date hereof. If we elect to issue and sell more than the 5,600,000 shares offered under this prospectus to Lincoln Park, which we have the right, but not the obligation, to do, we must first register for resale under the Securities Act any such additional shares, which could cause additional substantial dilution to our stockholders. The number of shares ultimately offered for resale by Lincoln Park is dependent upon the number of shares we sell to Lincoln Park under the Purchase Agreement.

Issuances of our common stock in this offering will not affect the rights or privileges of our existing stockholders, except that the economic and voting interests of each of our existing stockholders will be diluted as a result of any such issuance. Although the number of shares of common stock that our existing stockholders own will not decrease, the shares owned by our existing stockholders will represent a smaller percentage of our total outstanding shares after any such issuance to Lincoln Park.

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**Securities Offered**

| | |
|---|---|
| Common Stock offered by the selling stockholder | 5,600,000 shares consisting of:<br>100,000 commitment shares that we have issued to Lincoln Park;<br>&nb |