

SOLIGENIX, INC.  
Form 424B3  
November 21, 2011

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Prospectus Supplement dated November 21, 2011

Filed Pursuant to Rule 424(b)(3)  
File No. 333-167792

SOLIGENIX, INC.

This prospectus supplement supplements:

the prospectus dated April 22, 2011 relating to the offer and sale by the selling stockholders identified in the prospectus of up to 31,458,638 shares of our common stock.

This prospectus supplement contains the Form 10-Q that we filed with the Securities and Exchange Commission on November 14, 2011. This prospectus supplement should be read in conjunction with, and may not be utilized without, the relevant prospectus, which is to be delivered with this prospectus supplement. This prospectus supplement is qualified by reference to the relevant prospectus except to the extent that the information in this prospectus supplement updates and supersedes the information contained in such 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 determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

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

For the Quarterly Period Ended September 30, 2011

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 x No o

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 x No o

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 November 7, 2011, 220,985,710 shares of the registrant's common stock (par value, \$.001 per share) were outstanding.

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SOLIGENIX, INC.

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## PART I - FINANCIAL INFORMATION

## ITEM 1 - FINANCIAL STATEMENTS

Soligenix, Inc. and Subsidiaries  
Consolidated Balance Sheets  
(Unaudited)

	September 30, 2011	December 31, 2010*
Assets		
Current assets:		
Cash and cash equivalents	\$ 7,218,275	\$ 7,451,714
Grants receivable	297,847	120,787
Other receivable	-	251,864
Prepaid expenses	154,670	187,494
Total current assets	7,670,792	8,011,859
Office furniture and equipment, net	16,813	20,699
Intangible assets, net	1,227,497	1,235,989
Total assets	\$ 8,915,102	\$ 9,268,547
Liabilities and shareholders' equity		
Current liabilities:		
Accounts payable	\$ 1,371,943	\$ 1,674,175
Accrued compensation	41,894	236,581
Total current liabilities	1,413,837	1,910,756
Commitments and contingencies		
Shareholders' equity:		
Preferred stock; 5,000,000 shares authorized; none issued or outstanding	-	-
Common stock, \$.001 par value; 400,000,000 shares authorized; 220,985,710 shares and 216,192,360 shares issued and outstanding in 2011 and 2010, respectively	220,986	216,192
Additional paid-in capital	124,465,912	122,880,378
Accumulated deficit	(117,185,633 )	(115,738,779 )
Total shareholders' equity	7,501,265	7,357,791
Total liabilities and shareholders' equity	\$ 8,915,102	\$ 9,268,547

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

\* Derived from audited information

Soligenix, Inc. and Subsidiaries  
Consolidated Statements of Operations  
For the Three and Nine Months Ended September 30, 2011 and 2010  
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Revenues:				
License revenue	\$5,000,000	\$-	\$5,000,000	\$-
Grant revenue	795,862	860,517	2,009,687	1,640,955
Total revenues	5,795,862	860,517	7,009,687	1,640,955
Cost of revenues	(655,125 )	( 779,396 )	(1,558,673)	(1,402,262)
Gross profit	5,140,737	81,121	5,451,014	238,693
Operating expenses:				
Research and development	2,342,253	1,276,550	5,228,779	4,025,703
General and administrative	595,021	543,086	1,674,408	1,668,402
Total operating expenses	2,937,274	1,819,636	6,903,187	5,694,105
Income (Loss) from operations	2,203,463	(1,738,515)	(1,452,173)	(5,455,412)
Other income:				