

REXAHN PHARMACEUTICALS, INC.  
Form 8-K  
June 16, 2010

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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): June 16, 2010 (June 14, 2010)  
Rexahn Pharmaceuticals, Inc.  
(Exact Name of Issuer as Specified in Charter)

|   |                                       |  |
|---|---------------------------------------|--|
| DELAWARE<br>(State or Other Jurisdiction of<br>Incorporation or Organization) | 001-34079<br>(Commission File Number) | 11-3516358<br>(I.R.S. Employer Identification<br>Number) |
|---|---------------------------------------|--|

15245 Shady Grove Road, Suite 455  
Rockville, MD  
(Address of Principal Executive Offices)

20850  
(Zip Code)

(240) 268-5300  
(Registrant's Telephone Number, Including Area Code)

Not Applicable  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K 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
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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Item 5.07 Submission of Matters to a Vote of Security Holders.

Rexahn Pharmaceuticals, Inc. (the “Company”) held its annual meeting of stockholders on June 14, 2010. At the meeting, the Company’s stockholders (i) elected each of the Board’s nominees to serve as directors of the Company until the 2011 annual meeting of stockholders, or until their successors are duly elected and qualified, and (ii) ratified the selection of ParenteBeard LLC as the Company's independent registered public accounting firm for the 2010 fiscal year.

The final number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes, with respect to each matter is set forth below.

|  | For        | Against | Withheld | Abstained | Broker Non-Votes |
|--|------------|---------|----------|-----------|------------------|
| <b>1. Election of Directors</b>  |            |         |          |           |                  |
| Chang H. Ahn   | 40,795,497 | 202,209 | -        | 1,553,963 | 13,715,536       |
| Charles Beever   | 40,571,965 | 211,962 | -        | 1,767,742 | 13,715,536       |
| Kwang Soo Cheong   | 40,589,136 | 194,509 | -        | 1,768,024 | 13,715,536       |
| Tae Heum Jeong   | 40,583,686 | 200,259 | -        | 1,767,724 | 13,715,536       |
| David McIntosh   | 40,602,340 | 181,587 | -        | 1,767,742 | 13,715,536       |
| <b>2. Ratification of the selection of ParenteBeard LLC as the Company's independent registered public accounting firm for the 2010 fiscal year.</b> |            |         |          |           |                  |
|  | 54,002,411 | 447,528 | -        | 1,817,266 | -                |

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.

Rexahn Pharmaceuticals, Inc.

Date: June 16, 2010

By: /s/ Tae Heum Jeong  
Name: Tae Heum Jeong  
Title: Chief Financial Officer