



Section 8 – Other Events

Item 8.01 Other Events.

On September 19, 2016, Rexahn Pharmaceuticals, Inc., a Delaware corporation (“Rexahn”), closed a registered direct offering of 24,000,000 shares of its common stock and warrants to purchase 18,000,000 shares of its common stock, which Rexahn sold in units consisting of one share of common stock and a warrant to purchase 0.75 of a share of its common stock at an exercise price of \$0.30 per share of common stock for gross proceeds of \$6.0 million (the “Offering”). The Offering was previously disclosed in a Current Report on Form 8-K filed on September 14, 2016. A copy of the legal opinion of Hogan Lovells US LLP relating to the legality of the issuance and sale of the shares of common stock, warrants and shares of common stock issuable upon exercise of the warrants in the Offering is filed herewith as Exhibit 5.1.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d)Exhibits.

Exhibit No. Description

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|------|--|
| 5.1  | Opinion of Hogan Lovells US LLP.                           |
| 23.1 | Consent of Hogan Lovells US LLP (included in Exhibit 5.1). |

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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.

REXAHN PHARMACEUTICALS, INC.

Date: September 20, 2016 /s/ Tae Heum Jeong

Tae Heum Jeong

Senior Vice President of Finance & Chief Financial Officer

Exhibit Listing

Exhibit No. Description

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|------------|--|
| <u>5.1</u> | Opinion of Hogan Lovells US LLP.                           |
| 23.1       | Consent of Hogan Lovells US LLP (included in Exhibit 5.1). |
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