

Edgar Filing: REXAHN PHARMACEUTICALS, INC. - Form SC 13D/A

REXAHN PHARMACEUTICALS, INC.
Form SC 13D/A
May 23, 2005

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)

Rexahn Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

761640 10 1

(CUSIP Number)

Sung-Kee Chung
756 Jigok-dong Postech Faculty APT 9-201
Pohang, Korea 790-751
82 (54) 279-3103

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications)

May 13, 2005

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report
the acquisition which is the subject of this Schedule 13D, and is filing this
schedule because of Rules 13d-1(e), 13d-1(f) or 13d-1(g), check the following
box.

Note: Schedules filed in paper format shall include a signed original and five
copies of the schedule, including all exhibits. See Rule 13d-7(b) for other
parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter
disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 ("Act") or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the

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Notes).

Page 1 of 5 Pages

SCHEDULE 13D

 CUSIP No. 761640 10 1

 Page 2 of 5 Pages

 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
 Sung-Kee Chung Not Applicable

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
 Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S.A.

7 SOLE VOTING POWER
 NUMBER OF 1,638,000
 SHARES

8 SHARED VOTING POWER
 BENEFICIALLY OWNED BY EACH 0

9 SOLE DISPOSITIVE POWER
 REPORTING PERSON 1,638,000

10 SHARED DISPOSITIVE POWER
 WITH 0

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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,638,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.9%	
14	TYPE OF REPORTING PERSON IN	

CUSIP NO. 761640 10 1

SCHEDULE 13D

Page 3 of 5 Pages

Item 1. Security and Issuer.

This Amendment No. 1 (this "Amendment") amends and supplements the statement on Schedule 13D, filed January 21, 2005 relating to the common stock, par value \$0.0001 per share, of Corporate Road Show.Com Inc., a New York corporation ("CPRD").

Pursuant to an Agreement and Plan of Merger dated as of January 20, 2005 (the "Merger Agreement") by and among CPRD, CRS Merger Sub, a Delaware corporation and wholly owned subsidiary of CPRD ("Merger Sub"), CRS Delaware, a Delaware corporation and a wholly owned subsidiary of CPRD ("CRS Delaware"), and Rexahn, Corp, a Maryland corporation ("Rexahn"), and immediately after giving effect to a 1-for-100 reverse stock split and the reincorporation of CPRD as a Delaware corporation under the name "Rexahn Pharmaceuticals, Inc." (the "Issuer"), Merger Sub merged with and into Rexahn, with Rexahn surviving as a wholly owned operating subsidiary of the Issuer (the "Merger"). The Merger was effective as of May 13, 2005. In the Merger, each share of Rexahn common stock was automatically converted into five shares of common stock, par value \$0.0001 per share (the "Common Stock"), of the Issuer. Immediately prior to the effective time of the Merger, Rexahn had outstanding 7,628,166 shares of its common stock and approximately 38,140,830 shares of Common Stock were issued to the holders of Rexahn common stock in exchange for their Rexahn shares in the Merger.

As a result of the reverse stock split and reincorporation, the 163,800,000 shares of common stock, par value \$0.0001 per share, of CPRD beneficially owned by Dr. Sung-Kee Chung became 1,638,000 shares of Common Stock.

This Amendment is filed pursuant to Rule 13d-2(a) promulgated under the Securities Exchange Act of 1934, as amended, to report that as a result of the issuance of 38,140,830 additional shares of Common Stock in the Merger, Dr. Chung's beneficial ownership of Common Stock is less than 5% of the outstanding shares of Common Stock as of May 13, 2005.

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Item 2. Identity and Background.

This Amendment is being filed by Dr. Chung, a citizen of the United States. Dr. Chung is a professor at Pohang University of Sciences & Technology, and resides at 756 Jigok-dong, Postech Faculty APT 9-201, Pohang 790-751, Korea.

During the last five years, Dr. Chung has not (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which Dr. Chung was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

CUSIP NO. 761640 10 1

SCHEDULE 13D

Page 4 of 5 Pages

Item 3. Source and Amount of Funds or Other Consideration.

Not applicable.

Item 4. Purpose of Transaction.

Not applicable.

Item 5. Interest in Securities of the Issuer.

(a) As of the date hereof, Dr. Chung beneficially owns 1,638,000 shares of Common Stock, representing 3.9% of the outstanding shares of Common Stock. This percentage is based upon the Issuer's statement as to the number of outstanding shares of Common Stock as set forth in its Current Report on Form 8-K, filed with the Securities and Exchange Commission on May 16, 2005.

(b) Dr. Chung has the sole power to vote or to direct the vote, and dispose or direct the disposition, of all 1,638,000 shares of Common Stock owned by him.

(c) Except for the transactions reported herein, Dr. Chung has not effected any other transaction in the Common Stock within the past 60 days.

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock purchased by Dr. Chung.

(e) The date on which Dr. Chung ceased to be the beneficial owner of more than 5% of the outstanding shares of Common Stock is May 13, 2005.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

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Not applicable.

Item 7. Material to be Filed as Exhibits.

Exhibit 1. Agreement and Plan of Merger, dated as of January 20, 2005, by and among CPRD, Merger Sub, CRS Delaware and Rexahn is incorporated by reference to Exhibit 2.1 to CPRD's Current Report on Form 8-K filed on January 21, 2005.

Exhibit 2. Agreement and Plan of Merger, dated as of January 20, 2005, between CPRD and CRS Delaware is incorporated by reference to Exhibit 2.2 to CPRD's Current Report on Form 8-K filed on January 21, 2005.

CUSIP NO. 761640 10 1

SCHEDULE 13D

Page 5 of 5 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I hereby certify that the information set forth in this statement is true, complete and correct.

Dated: May 23, 2005

/s/ Sung-Kee Chung

Sung-Kee Chung