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

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Rexahn Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

761640 10 1

(CUSIP Number)

Korean Rexahn Investors Voting Trust
c/o Chang H. Ahn, as Trustee
Rexahn Pharmaceuticals, Inc.
9620 Medical Center Drive
Rockville, MD 20850
(240) 268-5300

(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).

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 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
 Korean Rexahn Investors Voting Trust Not Applicable

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
 00

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Maryland

7 SOLE VOTING POWER
 NUMBER OF 6,341,660
 SHARES -----

8 SHARED VOTING POWER
 BENEFICIALLY OWNED BY EACH 0

9 SOLE DISPOSITIVE POWER
 REPORTING PERSON 0

10 SHARED DISPOSITIVE POWER
 WITH 0

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,341,660

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
15.3%

14 TYPE OF REPORTING PERSON
OO

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Item 1. Security and Issuer.

This statement relates to the common stock, par value \$0.0001 per share (the "Common Stock"), of Rexahn Pharmaceuticals, Inc., a Delaware corporation (the "Issuer"). The Issuer's principal executive office is located at 9620 Medical Center Drive, Rockville, MD 20850.

Item 2. Identity and Background.

This statement is being filed by the co-trustees, Dr. Chang H. Ahn and Dr. Young-Soon Park, ("Co-Trustees"), of the Korean Rexahn Investors Voting Trust (the "Voting Trust"). The Voting Trust is organized under Maryland law. The principal business address of the Voting Trust is c/o Chang H. Ahn, as Trustee, Rexahn Pharmaceuticals, Inc., 9620 Medical Center Drive, Rockville, MD 20850.

Dr. Ahn, a citizen of the United States, whose business address is 9620 Medical Center Drive, Rockville, MD 20850, is the Chairman and Chief Executive Officer of the Issuer. Dr. Park, a citizen of the Republic of Korea, is the Chairman of Onnuri Health Group and Onnuri Pharmaceutical Chain Co., Ltd., a chain of pharmacies whose principal executive office is located at 667-16 Yeuksam-dong Kangnam-gu, Seoul, Korea, and a director of the Issuer.

During the last five years, none of the Voting Trust, Dr. Ahn or Dr. Park has (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 the Voting Trust, Dr. Ahn or Dr. Park 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.

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

The Voting Trust acquired beneficial ownership of 6,341,660 shares of Common Stock from the Issuer in connection with the Merger described in Item 4.

Item 4. Purpose of Transaction.

The acquisition was made in connection with the Agreement and Plan of Merger dated as of January 20, 2005 (the "Merger Agreement") by and among Corporate Road Show.Com Inc., a New York corporation ("CPRD"), CRS Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of CPRD ("Merger Sub"), CRS Delaware, Inc., a Delaware corporation and wholly owned subsidiary of CPRD ("CRS Delaware"), and Rexahn, Corp, a Maryland corporation ("Rexahn"), pursuant to which, 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.", Merger Sub merged with and

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into Rexahn, with Rexahn as the surviving corporation (the "Surviving Company") and a wholly owned subsidiary of CPRD (the "Merger"). In the Merger, each share of Rexahn common stock issued and outstanding prior to the Merger was converted into five shares of Common Stock. Immediately prior to the Merger, the Voting Trust beneficially owned 1,268,332 shares of Rexahn common stock. As a result of the Merger, the Voting Trust received 6,341,660 shares of Common Stock.

A copy of the Merger Agreement is incorporated herein by reference as Exhibit 1.

Item 5. Interest in Securities of the Issuer.

(a) As of the date hereof, pursuant to Rule 13d-3(d)(1)(i), each of the Voting Trust and the Co-Trustees beneficially owns an aggregate of 6,341,660 shares of Common Stock, representing 6.0% 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. Park and Dr. Ahn are co-trustees of the Voting Trust pursuant to the Korean Rexahn Investors Voting Trust Agreement dated as of July 2003, among Dr. Ahn and Dr. Park, as trustees, the stockholders parties thereto and Rexahn, which holds 6,341,660 shares of Common Stock. As co-trustees, Dr. Ahn and Dr. Park have the exclusive unqualified right and power to exercise all of the voting rights and powers with respect to the shares of Common Stock which are subject to the Voting Trust. The Voting Trust holds shares of Common Stock on behalf of approximately sixty individual and institutional owners resident in Korea. Dr. Park also has the sole power to vote or to direct the vote, and dispose or direct the disposition, of 2,909,000 shares of Common Stock and Dr. Ahn also has the sole power to vote or to direct the vote, and dispose or direct the disposition, of 13,500,000 shares of Common Stock. In addition, Dr. Park has sole power to dispose or direct the disposition of 166,000 shares of Common Stock, subject to the Voting Trust.

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(c) Except for the acquisition reported herein, the Voting Trust and the Co-Trustees have not effected any other transaction in the Common Stock within the past 60 days.

(d) Any dividends in respect of shares of Common Stock held in the Voting Trust in shares of capital stock of the Issuer shall be deposited into the Voting Trust; however, the registered holders of the Voting Trust Certificates shall receive all other dividends directly from the Issuer. Any transfer or disposition of shares of Common Stock is subject to the Voting Trust.

(e) Not applicable.

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

Not Applicable.

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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. Korean Rexahn Investors Voting Trust Agreement dated as of July 2003, by and among Chang-Ho Ahn and Young-Soon Park, as trustees, the stockholders parties thereto and Rexahn.

Exhibit 3. Power of Attorney dated May 16, 2005 is incorporated by reference to the Exhibit to the reporting person's Form 3 filed on May 17, 2005.

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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

THE KOREAN REXAHN INVESTORS VOTING TRUST

/s/ Ted T.H. Jeong

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Ted T.H. Jeong as Attorney-in-Fact for
the Co-Trustees of the Korean Rexahn
Investors Voting Trust