

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

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)

Sung-Guan Choi
KT&G Corporation
100 Pyoungchon-dong Daedeok-gu
Taejon City, Korea 306-130
011-82-2-3404-4521

(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)
 KT&G Corporation 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
 Republic of Korea

 NUMBER OF 7 SOLE VOTING POWER
 2,500,000

SHARES

 BENEFICIALLY 8 SHARED VOTING POWER
 0

OWNED BY

 EACH 9 SOLE DISPOSITIVE POWER
 2,500,000

 REPORTING

PERSON

 WITH 10 SHARED DISPOSITIVE POWER
 0

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,500,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.0%

14 TYPE OF REPORTING PERSON
CO

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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.

The person filing this statement (the "Reporting Person"), the executive officers and directors of the Reporting Person (the "Additional Persons") and the information in respect of the Reporting Person and the Additional Persons are as follows:

(a) The name of the Reporting Person is KT&G Corporation ("KT&G"). The names of the Additional Persons are set forth in Schedule A to this statement which is incorporated herein by reference in its entirety.

(b) The principal business address of KT&G is 100 Pyoungchon-dong, Daedeok-gu, Taejon City, Korea 306-130.

(c) The principal business of KT&G is the production and sale of cigarettes, primarily in Asia. The business or residential address and present principal occupation or employment (including the name and address of the corporation or organization in which such employment is conducted) of each Additional Person is set forth in Schedule A to this statement which is incorporated herein by reference in its entirety.

(d) During the last five years, neither KT&G nor, to the knowledge of KT&G, any of the Additional Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

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(e) During the last five years, neither KT&G nor, to the knowledge of KT&G, any of the Additional Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which KT&G or any of the Additional persons 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.

(f) KT&G is a corporation organized under the laws of the Republic of Korea. All of the Additional Persons are citizens of the Republic of Korea.

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

KT&G acquired 2,500,000 shares of Common Stock from the Issuer in connection with the Merger described in Item 4.

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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 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, KT&G held 500,000 shares of Rexahn common stock. As a result of the Merger, KT&G received 2,500,000 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, KT&G beneficially owns 2,500,000 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) The Board of Directors of KT&G has the sole power to vote or to direct the vote, and dispose or direct the disposition, of all 2,500,000 shares of Common Stock KT&G acquired.

(c) Except for the acquisition reported herein, KT&G has not effected any other transaction in the Common Stock within the past 60 days.

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(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 acquired by KT&G.

(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. Power of Attorney dated May 16, 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

KT&G Corporation

/s/ Ted T.H. Jeong

Ted T.H. Jeong as Attorney-in-Fact
for KT&G

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SCHEDULE A

EXECUTIVE OFFICERS AND DIRECTORS OF KT&G CORPORATION

The following table sets forth the name, business address and present principal occupation or employment of each executive officer and director of KT&G. Except

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as otherwise indicated below, the business address of each person set forth on this Schedule A is: c/o KT&G Corporation, 100 Pyoungchon-dong Daedeok-gu, Taejon City, Korea 306-130.

NAME	PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT
Young-Kyoon Kwak	Chairman and Chief Executive Officer
Sung-Guan Choi	Director
Kwang-Youl Lee	Senior Managing Director of Marketing and Sales Headquarters of KT&G
Young-Jin Min	Senior Managing Director of Overseas Business Headquarters of KT&G
Jin-Hyun Kim (Outside Director)	Senior Research Advisor Korea International Trade Association (Non-profit Business Association) 102-901 Gaepo-Jai APT Gaepo-dong Gangnam-gu Seoul, Korea 135-241 (Residence)
Yeon-Cheon Oh (Outside Director)	Professor Seoul National University (Educational institution) San 56-1 Sillim-dong Gwanak-gu Seoul, Korea 151-742 (Business)
Man-Woo Lee (Outside Director)	Professor Korea University (Educational institution) Anam-dong Seongbuk-gu Seoul, Korea 136-701 (Business)
Soon-Moo Soh (Outside Director)	Attorney Woo Yun Kang Jeong & Han (Law firm) Textile Center 12F, 944-31 Daechi 3-dong Gangnam-gu, Seoul, Korea 135-713 (Business)
Kyung-Jae Lee (Outside Director)	Professor Dongyang University (Educational institution) 1-1005 Hwarang APT Yoido-dong Yeongdeungpo-gu, Seoul, Korea 150-010 (Residence)
Byong-Kyun Kim (Outside Director)	Chief Executive Officer Daehan Investment and Securities (Investment Trust Company) D-1001 Hanyang APT Yoido-dong Yeongdeungpo-gu, Seoul, Korea 150-010 (Residence)

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Sung-Gak Cha (Outside Director)	Director The National Council of YMCAs of Korea (Not-for-profit community service organization) 698-8 1-dong Sangnock-gu, Ansan, Korea 426-160 (Residence)
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