

GENTA INC DE/
Form 8-K
December 16, 2004

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): December 15, 2004

GENTA INCORPORATED

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

0-19635

(Commission File Number)

33-0326866

(IRS Employer Identification No.)

**Two Connell Drive
Berkeley Heights, NJ**

(Address of Principal Executive Offices)

07922

(Zip Code)

(908) 286-9800

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing 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 (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 8.01 Other Events.

On December 15, 2004 Genta Incorporated (Genta) issued a press release announcing that it has entered into a definitive agreement with two institutional investors to sell 15 million shares of its common stock at a price of \$1.50 per share for gross proceeds of \$22.5 million, before fees and expenses. The shares are being sold pursuant to the Company's registration statement on Form S-3 declared effective by the Securities and Exchange Commission on May 11, 2004. Rodman & Renshaw, LLC acted as placement agent for the offering. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

| Exhibit Number | Description |
|---------------------------|---------------------------------------|
| 99.1 | Press Release dated December 15, 2004 |

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.

GENTA INCORPORATED

Date: December 16, 2004

By: /s/ William P. Keane

Name: William P. Keane
Title: Vice President, Chief Financial
Officer and Corporate Secretary

EXHIBIT INDEX

| Exhibit Number | Description | Sequentially Numbered Page |
|---------------------------|---------------------------------------|---------------------------------------|
| 99.1 | Press Release dated December 15, 2004 | |
