

SOLIGENIX, INC.  
Form 424B3  
November 12, 2015

**Prospectus Supplement No. 3**                      **Filed Pursuant to Rule 424(b)(3)**

(To Prospectus dated March 27, 2015)   **File No. 333-199761**

**SOLIGENIX, INC.**

**1,145,318**

**SHARES OF COMMON STOCK UNDERLYING**

**PREVIOUSLY ISSUED WARRANTS AND RELATED PREFERRED STOCK**

**PURCHASE RIGHTS**

This Prospectus Supplement No. 3 (this “Prospectus Supplement”) supplements the prospectus dated March 27, 2015 (the “Final Prospectus”), relating to the offer and sale by us of (i) 1,145,318 shares of common stock, par value \$0.001 per share, underlying warrants previously issued by us and (ii) preferred stock purchase rights issuable in accordance with the Rights Agreement, dated June 22, 2007, between us and American Stock Transfer & Trust Company, which are attached to and trade with our common stock.

This Prospectus Supplement contains the Quarterly Report on Form 10-Q that we filed with the Securities and Exchange Commission on November 12, 2015. This Prospectus Supplement should be read in conjunction with, and may not be utilized without, the Final Prospectus, which is to be delivered with this Prospectus Supplement. This Prospectus Supplement is qualified by reference to the Final Prospectus except to the extent that the information in this Prospectus Supplement updates and supersedes the information contained in the Final Prospectus, including any supplements or amendments thereto.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

Prospectus Supplement No. 3 dated November 12, 2015.

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

**For the Quarterly Period Ended September 30, 2015**

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 000-16929

**SOLIGENIX, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction of incorporation or organization)

**41-1505029**

(I.R.S. Employer Identification Number)

**29 EMMONS DRIVE, SUITE C-10 PRINCETON, NJ 08540**

(Address of principal executive offices)

(Zip Code)

**(609) 538-8200**

(Registrant's telephone number, including area code)

Indicate by check whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web Site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "accelerated filer" and "large accelerated filer" in Rule 112b-2 of the Exchange Act (Check one).

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 2, 2015; 27,242,393 shares of the registrant's common stock (par value, \$.001 per share) were outstanding.

**SOLIGENIX, INC.**

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**PART I - FINANCIAL INFORMATION****ITEM 1 - Financial Statements****Soligenix, Inc. and Subsidiaries****Consolidated Balance Sheets**

	September 30, 2015 (Unaudited)	December 31, 2014
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$4,033,326	\$5,525,094
Contracts and grants receivable	1,864,743	794,767
Prepaid expenses	158,158	172,928
Total current assets	6,056,227	6,492,789
Office furniture and equipment, net	54,398	51,510
Intangible assets, net	244,661	409,949
Total assets	\$6,355,286	\$6,954,248
Liabilities and shareholders' deficiency		
Current liabilities:		
Notes payable	\$286,399	\$-
Accounts payable	4,347,421	3,003,545
Warrant liability	2,139,599	3,789,562
Accrued compensation	48,086	315,030
Total current liabilities	6,821,505	7,108,137
Commitments and contingencies		
Shareholders' equity deficiency:		
Preferred stock; 350,000 shares authorized; none issued or outstanding	-	-
Common stock, \$.001 par value; 50,000,000 shares authorized; 27,066,511 shares and 23,936,568 shares issued and outstanding at September 30, 2015 and December 31, 2014, respectively	27,067	23,937
Additional paid-in capital	144,325,731	138,868,523
Accumulated deficit	(144,819,017)	(139,046,349)
Total shareholders' deficiency	(466,219 )	(153,889 )
Total liabilities and shareholders' deficiency	\$6,355,286	\$6,954,248

The accompanying notes are an integral part of these consolidated financial statements.

**Soligenix, Inc. and Subsidiaries****Consolidated Statements of Operations****For the Three and Nine Months Ended September 30, 2015 and 2014****(Unaudited)**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenues				
Contract revenue	\$3,874,199	\$2,194,909	\$5,668,746	\$3,753,406
Grant revenue	5,476	592,800	127,042	1,363,148
Total revenues	3,879,675	2,787,709	5,795,788	5,116,554
Cost of revenues	(3,050,814 )	(2,109,530 )	(4,394,915 )	(3,773,095 )
Gross profit	828,861	678,179	1,400,873	1,343,459
Operating expenses:				
Research and development	1,259,015	1,089,179	3,731,813	3,333,024
Acquired in-process research and development	-	4,000,000	-	4,000,000
Research and development	1,259,015	5,089,179	3,731,813	7,333,024
General and administrative	839,512	730,378	2,531,744	2,437,553
Total operating expenses	2,098,527	5,819,557	6,263,557	9,770,577
Loss from operations	(1,269,666 )	(5,141,378 )	(4,862,684 )	(8,427,118 )
Other income (expense):				
Change in fair value of warrant liability	4,047,742	791,395	(907,368 )	(203,703 )
Interest income (expense), net	(3,728 )	428	(2,616 )	1,041
Net income (loss)	\$2,774,348	\$(4,349,555 )	\$(5,772,668 )	\$(8,629,780 )
Basic net income / (loss) per share	\$0.10	\$(0.21 )	\$(0.23 )	\$(0.43 )
Diluted net loss per share	\$(0.05 )	\$(0.21 )	\$(0.23 )	\$(0.43 )
Basic weighted average common shares outstanding	26,482,402	20,671,097	25,539,296	20,120,035
Diluted weighted average common shares outstanding	28,290,584	20,671,097	25,539,296	20,120,035

The accompanying notes are an integral part of these consolidated financial statements.





**Soligenix, Inc. and Subsidiaries****Consolidated Statements of Changes in Shareholders' Deficiency****For the Nine Months Ended September 30, 2015****(Unaudited)**

	Common Stock		Additional	Accumulated	
	Shares	Par Value	Paid-In Capital	Deficit	Total
Balance, December 31, 2014	23,936,568	\$23,937	\$138,868,523	\$(139,046,349)	\$(153,889 )
Issuance of common stock pursuant to Lincoln Park equity line	613,611	614	1,114,411	-	1,115,025
Issuance of common stock pursuant to Equity Line Purchase Agreement	609,535	610	499,390	-	500,000
Stock issuance cost associated with Equity Line Purchase Agreement	-	-	(453,162 )	-	(453,162 )
Issuance of common stock to vendors	127,243	127	190,134	-	190,261
Reclassification of warrant liability upon partial exercise of warrants issued in unit offering	-	-	2,557,331	-	2,557,331
Warrants exercises	1,746,429	1,746	1,115,775	-	1,117,521
Issuance of shares from exercise of stock options	33,125	33	19,217	-	19,250
Share-based compensation expense	-	-	414,112	-	414,112
Net loss	-	-	-	(5,772,668 )	(5,772,668)
Balance, September 30, 2015	27,066,511	\$27,067	\$144,325,731	\$(144,819,017)	\$(466,219 )

The accompanying notes are an integral part of these consolidated financial statements.

**Soligenix, Inc. and Subsidiaries****Consolidated Statements of Cash Flows****For the Nine Months Ended September 30,****(Unaudited)**

	2015	2014
Operating activities:		
Net loss	\$(5,772,668)	\$(8,629,780)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization and depreciation	184,496	183,960
Warrants issued to vendors	-	4,775
Change in fair value of warrant liability	<b>907,368</b>	203,703
Issuances of common stock for acquisition of in-process research and development	-	4,000,000
Issuances of common stock to vendors	190,261	106,042
Amortization of discount on debt	4,328	-
Share-based compensation	414,112	458,914
Change in operating assets and liabilities:		
Grants receivable	(1,069,976)	(470,957 )
Taxes receivable	-	750,356
Prepaid expenses	14,770	(70,116 )
Accounts payable	1,343,876	1,539,036
Accrued compensation	(266,942 )	(173,755 )
Total adjustments	1,722,293	6,531,958
Net cash used in operating activities	(4,050,375)	(2,097,822)
Investing activities:		
Purchase of fixed assets	(22,098 )	(47,025 )
Net cash used in investing activities	(22,098 )	(47,025 )
Financing activities:		
Proceeds from issuance of common stock pursuant to equity lines	1,615,025	470,475
Stock issuance costs associated with equity line purchase agreement	(171,091 )	-
Proceeds from exercise of warrants and options	1,136,771	28,079
Net cash provided by financing activities	2,580,705	498,554
Net decrease in cash and cash equivalents	(1,491,768)	(1,646,293)
Cash and cash equivalents at beginning of period	5,525,094	5,856,242
Cash and cash equivalents at end of period	\$4,033,326	\$4,209,949
Supplemental disclosure of non cash investing and financing activities:		
Reclassification of warrant liability to additional paid in capital upon partial exercise of warrants issued in unit offering	\$2,557,331	\$1,055,490

Notes payable issued in connection with Equity Purchase Agreement	\$282,071	\$-
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The accompanying notes are an integral part of these consolidated financial statements.

