

GENTA INC DE/  
Form 8-K  
January 28, 2011

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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): January 28, 2011

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.)

200 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))
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Item 8.01 Other Events.

The number of outstanding shares of Genta Incorporated common stock par value \$0.001 as of the date of this filing is 575,123,261.

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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: January 28, 2011

By: /s/ GARY SIEGEL  
Name: Gary Siegel  
TitleP: Vice President, Finance