

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

Quarterly Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934.  
For the quarterly period ended: March 31, 2009

OR

Transition Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934.  
For the transition period from: to

Commission File Number: 000-030813

AlphaRx, Inc.  
(Name of Small Business Issuer in its Charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

98-0416123  
(I.R.S. Employer Identification No.)

168 Konrad Crescent, Suite 200  
Markham, Ontario, Canada L3R 9T9  
(Address of principal executive offices)

Registrant's telephone number, including area code: (905) 479-3245

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:  
Common Stock, \$.0001 par value  
(Title of Class)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 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

The number of outstanding shares of registrant's Common Stock on May 14, 2009 was 92,371,192.

Transitional Small Business Disclosure Format. Yes  No

# **ALPHARX, INC.**

## **FORM 10-Q**

**MARCH 31, 2009**

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**ALPHARx, INC.**  
**INTERIM CONSOLIDATED BALANCE SHEETS**  
**AS AT MARCH 31, 2009 AND SEPTEMBER 30, 2008**  
**(UNAUDITED)**  
**(All amounts in US Dollars)**

	March 31 <b>2009</b>	September 30 <b>2008</b>
<b>CURRENT ASSETS</b>		
Cash and Cash Equivalents	\$ 33,933	\$ 24,623
Trade Accounts Receivable, net	68,529	6,076
Other Accounts Receivable	1,901	2,353
Other Assets	65,900	-
<b>TOTAL CURRENT ASSETS</b>	<b>170,263</b>	<b>33,052</b>
<b>PROPERTY, PLANT and EQUIPMENT, net</b>	<b>110,370</b>	<b>149,498</b>
<b>TOTAL ASSETS</b>	<b>280,633</b>	<b>182,550</b>
Going Concern (note 2)		
<b>CURRENT LIABILITIES</b>		
Accounts Payable and Accrued Liabilities	330,305	316,306
Notes Payable (note 4)	447,542	403,665
Deferred Revenue	32,189	-
<b>TOTAL CURRENT LIABILITIES</b>	<b>810,036</b>	<b>719,971</b>
<b>SHAREHOLDERS' EQUITY/(DEFICIT)</b>		
Common Stock: \$ 0.0001 par value, Authorized: 250,000,000 shares; Issued and outstanding March 31, 2009 and September 30, 2008: 92,371,192 (Notes 6-8)	9,238	9,238
Additional paid-in capital	16,978,351	16,978,351
Deficit	(17,617,549)	(17,619,930)
Accumulated Other Comprehensive Income/(loss)	(234)	(6,704)
<b>TOTAL ALPHARX, INC. SHAREHOLDERS' DEFICIT</b>	<b>(630,194)</b>	<b>(639,045)</b>
Non-controlling Interest (Note 5)	100,791	101,624
<b>TOTAL DEFICIT</b>	<b>(529,403)</b>	<b>(537,421)</b>
<b>TOTAL LIABILITIES AND DEFICIT</b>	<b>\$ 280,633</b>	<b>\$ 182,550</b>

Signed: Dr. David Milroy  
Director

Signed: Dr. Ford Moore  
Director

See condensed notes to unaudited interim consolidated financial statements

**ALPHARx, INC.**  
**INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**  
**FOR THE THREE MONTHS AND SIX MONTHS ENDED MARCH 31, 2009 AND 2008**  
**(All amounts in US Dollars)**  
**(UNAUDITED)**

	<b>3 months ended</b>	<b>3 months ended</b>	<b>6 months ended</b>	<b>6 months ended</b>
	<b>March 31, 2009</b>	<b>March 31, 2008</b>	<b>March 31, 2009</b>	<b>March 31, 2008</b>
License Fees and Royalties	\$ 14,455	\$ 17,243	\$ 31,929	\$ 34,375
Consulting Revenues	<u>149,654</u>	<u>-</u>	<u>235,754</u>	<u>-</u>
Total Revenues	164,109	17,243	267,683	34,375
General and Administrative Expenses	72,495	211,846	125,738	571,668
Research and Development Expenses	44,262	190,402	87,221	405,434
Depreciation	<u>15,168</u>	<u>17,376</u>	<u>32,344</u>	<u>41,231</u>
INCOME/(LOSS) FROM OPERATIONS	32,184	(402,381)	22,380	(983,958)
OTHER EXPENSES				
Interest Expense, net	<u>(11,820)</u>	<u>(3,680)</u>	<u>(21,974)</u>	<u>(13,309)</u>
INCOME/(LOSS) BEFORE INCOME TAXES	20,364	(406,061)	406	(997,267)
Income Tax	-	-	-	-
INCOME/(LOSS) FROM CONTINUING OPERATIONS	<u>20,364</u>	<u>(406,061)</u>	<u>406</u>	<u>(997,267)</u>
Gain from Operations of Discontinued Component, net of tax (note 3)	<u>-</u>	<u>343</u>	<u>-</u>	<u>2,151</u>
NET INCOME (LOSS)	<u>\$ 20,364</u>	<u>\$ (406,061)</u>	<u>\$ 406</u>	<u>\$ (997,267)</u>
Cumulative Translation Adjustment	<u>(8,849)</u>	<u>4,802</u>	<u>7,612</u>	<u>4,674</u>
COMPREHENSIVE INCOME/(LOSS)	<u>\$ 11,515</u>	<u>\$ (400,916)</u>	<u>\$ 8,018</u>	<u>\$ (990,442)</u>
Loss Attributable to Non-Controlling Interest	587	9,183	1,975	13,373
NET INCOME/(LOSS) ATTRIBUTABLE TO ALPHARX, INC	20,951	(396,535)	2,381	(981,743)
Comprehensive Loss Attributable to Non-Controlling Interest	(1,914)	(8,463)	(833)	(12,672)
COMPREHENSIVE INCOME/(LOSS) ATTRIBUTABLE TO ALPHARX, INC., NET OF TAX	\$ 13,429	\$ (392,453)	\$ 8,851	\$ (977,770)
Net Income/(Loss) per Share, basic and diluted, attributable to AlphaRx, Inc.	<u>\$0.00</u>	<u>\$(0.01)</u>	<u>\$0.00</u>	<u>\$(0.01)</u>
Weighted Average Number of Common Shares Outstanding	92,371,192	91,797,581	92,371,192	87,793,537

See condensed notes to unaudited interim consolidated financial statements

**ALPHARx, INC.**  
**INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIT**  
**FOR THE PERIOD ENDED MARCH 31, 2009**  
**(UNAUDITED)**  
**(All amounts in US Dollars)**

	Common Stock		AlphaRx, Inc. Shareholders				Non-controlling Interest	Total Equity (Deficit)
	Number of Shares	Amount	Additional Paid in Capital	Accumulated Other Comprehensive Income/(Loss)	Retained Earnings (Deficit)	Total AlphaRx Inc. Shareholders Deficit		
<b>Balance as of September 30, 2007</b>	<b>81,203,964</b>	<b>\$8,122</b>	<b>\$15,824,162</b>	<b>\$(6,609)</b>	<b>\$(16,284,473)</b>	<b>\$(458,798)</b>	<b>\$116,986</b>	<b>\$(341,812)</b>
Warrants Amortization			131,832			131,832		131,832
Warrants exercised	2,737,228	273	273,450			273,723		273,723
Stock Options exercised	3,430,000	343	274,407			274,750		274,750
Private Placement	5,000,000	500	474,500			475,000		475,000
Foreign currency translation				(95)		(95)		(95)
Non-controlling interest							(15,362)	(15,362)
Net Loss 2008					(1,335,457)	(1,335,457)		(1,335,457)
<b>Balance as of September 30, 2008</b>	<b>92,371,192</b>	<b>\$9,238</b>	<b>\$16,978,351</b>	<b>(6,704)</b>	<b>(17,619,930)</b>	<b>(639,045)</b>	<b>101,624</b>	<b>(537,421)</b>
Foreign Currency Translation				6,470		6,470	1,142	7,612
Non-controlling interest							(1,975)	(1,975)
Net Income for the Period					2,381	2,381		2,381
<b>Balance as of March 31, 2009</b>	<b>92,371,192</b>	<b>\$9,238</b>	<b>\$16,978,351</b>	<b>\$(234)</b>	<b>(17,617,549)</b>	<b>\$(630,194)</b>	<b>\$100,791</b>	<b>\$(529,403)</b>

See condensed notes to unaudited interim consolidated financial statements

**ALPHARx, INC.**  
**INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE THREE MONTHS AND SIX MONTHS ENDED MARCH 31, 2009 AND 2008**  
**(UNAUDITED)**  
**(All amounts in US Dollars)**

	<b>3 months</b>	<b>3 months</b>	<b>6 months</b>	<b>6 months</b>
	<b>March 31,</b>	<b>March 31,</b>	<b>March 31,</b>	<b>March 31,</b>
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Net Income/(Loss) Attributable to AlphaRx, Inc.,	\$20,951	\$(396,535)	\$2,381	\$(981,743)
Adjustments to reconcile net income (loss) to net cash used in operating activities:				
Depreciation and amortization	15,168	17,376	32,344	41,231
Warrant amortization	-	48,236	-	197,795
Changes in assets and liabilities:				
Decrease (Increase) in accounts receivable	6,728	(7,541)	(62,001)	(4,720)
Decrease (Increase) in prepaid expenses and other assets	(51,550)	(9,962)	(65,900)	(6,206)
(Decrease) Increase in accounts payable and accrued liabilities	938	6,852	13,999	(227,050)
Accrued interest on notes payable	10,574	1,105	19,133	(11,433)
Increase (decrease) in deferred revenue	(1,144)	-	32,189	-
Non-Controlling interest	(587)	(9,183)	(1,975)	(13,373)
Discontinued operations (Note 3)	-	(2,943)	-	(16,192)
<b>NET CASH (USED IN) PROVIDED BY OPERATING ACTIVITIES</b>	<u>1,078</u>	<u>(352,595)</u>	<u>(29,830)</u>	<u>(1,021,691)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Purchase of Machinery & Equipment, net of disposals	-	(414)	-	(414)
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	-	(414)	-	(414)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Issuance of Common Stock	-	87,500	-	1,023,473
Issuance (repayment) of Notes Payable, net	<u>25,193</u>	<u>153,522</u>	<u>67,212</u>	<u>(67,706)</u>
<b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>	<u>25,193</u>	<u>241,022</u>	<u>67,212</u>	<u>955,767</u>
Effect of exchange rate changes on cash and cash equivalents	<u>(13,722)</u>	<u>6,604</u>	<u>(28,072)</u>	<u>6,312</u>
<b>NET INCREASE/(DECREASE) IN CASH</b>	<u>12,549</u>	<u>(105,383)</u>	<u>9,310</u>	<u>(60,026)</u>
CASH, and cash equivalents, beginning of period	<u>21,384</u>	<u>173,685</u>	<u>24,623</u>	<u>128,328</u>
CASH, and cash equivalents, end of period	<u>\$ 33,933</u>	<u>\$ 68,302</u>	<u>\$ 33,933</u>	<u>\$ 68,302</u>
Taxes Paid	-	-	-	-
Interest Paid	-	2,599	-	21,833

See condensed notes to unaudited interim consolidated financial statements

**ALPHARX INC.**  
**CONDENSED NOTES TO UNAUDITED INTERIM**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**MARCH 31, 2009**  
**(UNAUDITED)**

**NOTE 1. NOTES TO UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

The accompanying unaudited interim consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and do not include all the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of all recurring accruals) considered necessary for fair presentation have been included. Operating results for the interim periods are not necessarily indicative of the results that may be expected for the year ended September 30, 2009. Unaudited interim consolidated financial statements should be read in conjunction with the Company's audited annual consolidated financial statements.

**NOTE 2. NATURE OF BUSINESS AND GOING CONCERN**

ALPHARX, INC. (the Company) was incorporated under the laws of the State of Delaware on August 7, 1997. The company is an emerging pharmaceutical company specializing in the formulation of human therapeutic products using proprietary drug delivery technologies.

Effective June 30, 2006 AlphaRx International Holdings Limited. ("AIH") acquired 100% of AlphaRx Life Sciences Ltd. ("ALS") for a nominal amount and the assumption of approximately \$63,000 of related party liabilities. ALS is involved in obtaining necessary regulatory approvals for the manufacture and distribution of the Company's products in the Asian market.

Effective June 22, 2006, New Super Limited, an independent Hong Kong based corporation, subscribed for 1,500 shares or 15% of common stock of AlphaRx International Holdings Limited. ("AIH"), previously a wholly-owned subsidiary of the Company.

The Company holds an indirect 42.5% interest in AlphaAP Inc. ("AAP"), a joint venture established between the Company (via its AIH subsidiary) and Basin Industrial Limited (an independent third party). As the Company contributes no funds, and does not provide management or direction to the joint venture, the Company's interest in the joint venture is not consolidated into the financial statements. AIH receives a 5% royalty on all revenues generated by AAP. This joint venture is currently inactive.

The consolidated financial statements reflect the activities of the Company, 100% of AlphaRx Canada Limited and 85% of AlphaRx International Holdings Limited and AlphaRx Life Sciences Ltd. (AIH's wholly owned subsidiary). All material inter-company accounts and transactions have been eliminated.

The accompanying unaudited interim consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. Accordingly, they do not include any adjustments relating to the realization of the carrying value of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Continuance of the Company as a going concern is dependent on its future profitability and on the on-going support of its shareholders, affiliates and creditors. Factors relating to going concern issues include working capital deficiencies, operating losses, shareholders' deficits, and continued reliance on external funding sources. Continuance of the Company as a going concern is dependent on its future profitability and on the on-going support of its shareholders, affiliates and creditors. In order to mitigate the going concern issues, the Company is constantly pursuing new business arrangements and striving to achieve profitability, and seeking capital funding on an ongoing basis via the issuance of Promissory Notes, and private placements. The Company has contracted with two parties during

the six months ended March 31, 2009 for research and development consulting services that could also result in future license fees and royalties. There is no assurance that such license fees or royalties will materialize.

**NOTE 3. DISCONTINUED OPERATIONS**

Interim statements of income and loss related to Flexogan sales, which were discontinued, were as follows:

Income statements	3 months, March 31, 2009	3 months, March 31, 2008	6 months, March 31, 2009	6 months, March 31, 2008
Sales	-	\$343	-	\$2,151
Gain from discontinued Operations	-	\$343	-	\$2,151

There were no assets or liabilities related to the discontinued operations as of March 31, 2009 and September 30, 2008.

**NOTE 4. NOTES PAYABLE**

The Company issued approximately \$67,000 in promissory notes, net of repayments during the six months ended March 31, 2009. During the six months ended March 31, 2008 the Company issued \$154,000 in promissory notes, before a discount of \$83,596.

Promissory notes bear interest at rates of 10% - 12% per annum and are repayable on the first anniversary date of issuance. Prepayment of these notes prior to the first anniversary date is permitted.

See also note 9 – Related Party Transactions.

**NOTE 5. NON-CONTROLLING INTEREST**

Effective June 22, 2006, AlphaRx International Holdings Ltd. (“AIH”) issued 1,500 shares of its common stock to New Super Limited (“NSL”) at a price of approximately \$HK 6,667 per share or \$HK 10 million in cash. (USD \$1,288,826). There are 10,000 common shares outstanding of which 8,500 or 85% belong to the Company. With the consolidation of only 85% of AIH, a non-controlling interest was established, representing net amounts owing to the non-controlling shareholder. The capital infusion into AIH is accounted for as additional paid in capital on the interim consolidated financial statements of the Company.

**NOTE 6. COMMON STOCK**

The Company is authorized to issue 250,000,000 shares of common stock. As of March 31, 2009, and 2008 there are 92,371,192 shares of Common Stock issued and outstanding with a stated par value of \$0.0001 per share.

The Company did not issue any shares of Common Stock during the six months ended March 31, 2009. During the six months ended March 31, 2008 the Company issued 11,167,228 restricted shares of Common Stock as follows:

Warrants were exercised to purchase 875,000 shares of Common Stock at \$0.10 per share.

5,000,000 units, each unit consisting of one share of Common Stock and a warrant to purchase one share of Common Stock at \$0.10, expiring December 31, 2009;

Officers, directors and consultants exercised options to purchase 3,430,000 shares of Common Stock at an average exercise price of \$0.08 per share;

Michael Lee (CEO) exercised warrants to purchase 1,862,228 shares of Common Stock at an exercise price of \$0.10 per share.

## NOTE 7. STOCK OPTION PLANS

The Company has only one Stock Option Plan (the “2008 Plan”) under which officers, key employees, certain independent contractors, and independent directors may be granted options to purchase shares of the Company’s authorized but unissued Common Stock. All outstanding options currently expire no later than June 30, 2012. Proceeds received by the Company from exercises of stock options are credited to Common Stock and additional paid-in capital.

At the Company’s Annual General Meeting held November 26, 2008 a majority of stockholders approved amendments to the existing Stock Option Plans including, among others: (i) combining the 2004 and 2006 Plans into the “2008 Stock Option Plan” for ease of administration; (ii) providing a cap for the number of options to be issued at 22,000,000; (iii) providing guidelines for exercise prices such that the exercise price of any newly granted option is never less than the market value or in the case of a 10%+ holder, never less than 110% of the market value on the date of grant; (iv) providing for a maximum term of 5 years for any option granted; (v) provide for a vesting schedule whereby vesting must occur over at least 18 months with no more than 1/6<sup>th</sup> of the options granted vesting in any 3 month period; (vi) providing for the maximum number of options to be granted to any one individual in any 12 month period to be no more than 5% of the issued and outstanding common stock, and (vii) providing for a maximum number of options to be granted to any Investor Relations party to be no more than 2% of the issued and outstanding common stock.

As a result of the new terms governing the Company’s Stock Option Plan, the maximum number of options that can still be issued totals 4,310,000, regardless of whether existing options are exercised or cancelled.

During the six months ended March 31, 2009 no options were granted and no options were exercised.

Additional details of the 2008 Plan are as follows:

2008 Stock Option Plan	Number Granted/ (Exercised, Expired or Cancelled)	Issue Date	Exercise Price \$	Share Price on Date of Grant \$	Expiry Date	Remaining Contractual Life (Years)
<b>Inception</b>	0					
<b>Granted</b>	12,720,000	15/11/2004	0.15	0.11	6/30/2012	3.25
<b>Cancelled</b>	(6,000,000)	12/28/2007	-	-	-	-
<b>Granted</b>	500,000	15/11/2004	0.40 – 0.50	0.11	6/30/2012	3.25
<b>Cancelled</b>	(40,000)	12/28/2007	-	-	-	-
<b>Expired</b>	(460,000)	2/10/2008	-	-	-	-
<b>Granted</b>	7,000,000	10/1/2005	0.16	0.14	6/30/2012	3.25
<b>Granted</b>	390,000	8/2/2005	0.15	0.14	6/30/2012	3.25
<b>Cancelled</b>	(40,000)	12/28/2007	-	-	-	-
<b>Granted</b>	100,000	5/25/2005	0.13	0.13	5/25/2010	1.14
<b>Granted</b>	3,290,000	10/17/2005	0.075	0.08	6/30/2012	3.25
<b>Cancelled</b>	(560,000)	12/28/2007	-	-	-	-
<b>Granted</b>	90,000	1/3/2007	0.10	0.10	1/3/2012	2.76
<b>Exercised</b>	(2,730,000)	12/27/2007	0.075	-	-	-
<b>Remaining</b>	<b>14,260,000</b>	<b>As at March 31, 2009</b>				
Weighted Average Exercise Price and Contractual Life of Options Remaining			\$0.15			3.23

During the six months ended March 31, 2008 options to purchase 3,430,000 were exercised and options to purchase 7,660,000 shares of Common Stock under the various Option Plans were cancelled with the agreement of the option holders or in accordance with the Plans' terms and conditions. Accordingly the 2000 Plan and the 2003 Plan no longer exist in any form. Also, the expiry period of options under the 2004 and 2006 Plans was accelerated, with the agreement of the option holders, such that all existing and future options will expire in less than five years.

Additional information with respect to the various Plans' stock option during the six months ended March 31, 2008 was as follows:

Options outstanding September 30, 2007:	25,810,000
Options exercised under the 2004 and 2006 Plans:	(2,730,000)
Options exercised under the 2000 and 2003 Plans:	(700,000)
Options cancelled under the 2000 and 2003 Plans:	(1,020,000)
Options cancelled under the 2004 and 2006 Plans:	(6,640,000)
Options expired February 10, 2008:	<u>(460,000)</u>
Options remaining March 31, 2008:	<u>14,260,000</u>

The Company has adopted the fair value accounting for employee stock options as per SFAS 123(R) using the modified retrospective application method, effective April 1, 2005. The Company did not record any stock based compensation expense during the six months ended March 31, 2009 and 2008. The Black-Scholes option-pricing model is used to calculate this expense. There are no further stock based compensation expenses to be recorded based on options granted to date and their existing terms and conditions. Multiplying the options by their exercise price and dividing the total obtained by the total outstanding options calculated the weighted average exercise price.

#### NOTE 8. WARRANTS

The Company did not issue any warrants, nor were any warrants exercised during the six-month period ended March 31, 2009. The Company issued 3,000,000 warrants on April 1, 2009 exercisable at \$0.03 per share in exchange for financial advisory services. See Subsequent Event Note 10 below. The Company has the following warrants outstanding to purchase shares of Common Stock at March 31, 2009:

Outstanding as at September 30, 2008	Weighted Average Exercise Price	Weighted Average Contractual Life				
7,260,000	\$0.10	1.02				
<b>Activity during the six months ended March 31, 2009</b>						
(1,050,000)	Expired December 31, 2008					
(625,000)	Expired March 31, 2009					
Outstanding as at March 31, 2009	Weighted Average Exercise Price	Weighted Average Contractual Life				
5,585,000	\$0.10	0.72				
<b>Details of outstanding warrants as at March 31, 2009</b>						
	Issue Date	Exercise Price \$	Share Price on Grant Date \$	Expiry Date	Remaining Contractual Life (Years)	Reason for Issuance

585,000	9/30/2007	0.10	0.08	9/30/2009	0.50	Issuance of Promissory Notes
5,000,000	12/31/2007	0.10	0.26	12/31/2009	0.75	Private Placement of Units completed on Nov 14, 2007 and consisting of one share of common stock and one warrant.

The weighted average exercise price was calculated by multiplying the warrants by their exercise price and dividing the total obtained by the total outstanding warrants. The weighted average contractual life was calculated by multiplying the warrants by their remaining contractual life and dividing the total obtained by the total outstanding warrants. There were 8,145,000 warrants issued and outstanding as at March 31, 2008. The following table details warrant activity during the six months ended March 31, 2008:

Outstanding as of September 30, 2007		Weighted Average Exercise Price		Weighted Average Contractual Life	
14,336,663		\$0.22		0.53 Years	
<b>Activity during the six months ended March 31, 2008:</b>					
(5,204,160)	Expired October 13, 2007				
5,000,000	Granted November 14, 2007 as part of a Private Placement of 5,000,000 units				
770,000	Granted during Q1, 2008 based on issuance of Promissory Notes				
(670,275)	Expired December 19, 2007				
(1,862,228)	Exercised December 27, 2007 @ \$0.10 per share				
(300,000)	Expired February 28, 2008				
(875,000)	Exercised February 28, 2008 @ \$0.10 per share				
(3,050,000)	Expired March 31, 2008				
Outstanding as of March 31, 2008		Weighted Average Exercise Price		Weighted Average Contractual Life	
8,145,000		\$0.10		1.53 Years	

#### NOTE 9: RELATED PARTY TRANSACTIONS

The Company sources some of its funding in the form of promissory notes from directors. The directors loaned the Company approximately \$45,000 net of repayments during the six months ended March 31, 2008. These loans attract interest at 12% per annum and are unsecured.

Edward Lee, brother of Michael Lee (President & CEO of the Company), received a commission of \$25,000 in conjunction with the sourcing of private placement funds related to the \$500,000 issuance of Common Stock during the six months ended March 31, 2008. The net proceeds to the Company were \$475,000.

#### NOTE 10: SUBSEQUENT EVENT

On April 1, 2009 the Company entered into an advisory agreement with First Scion Investments Limited. In exchange for 3,000,000 warrants to purchase shares of Common Stock exercisable for a period of 5 years at \$0.03 per share, the Company will receive financial and other advisory services.

**NOTE 11: RECLASSIFICATIONS**

Certain amounts have been reclassified to conform to current period presentation. Specifically the Company has adopted SFAS 160 – Non-controlling Interests in Consolidated Financial Statements. The objective of this Statement is to improve the relevance, comparability, and transparency of the financial information that a Company provides.

## **ITEM 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND PLAN OF OPERATION**

The following discussion and analysis should be read in conjunction with the Financial Statements, including the condensed Notes thereto, appearing in this Form 10-Q. For additional information and complete financial statement note disclosure as of September 30, 2008, reference should be made to the annual Form 10-K filed during December 2008. Except for the historical information contained herein the foregoing discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those projected in the forward-looking statements discussed herein.

### **General**

AlphaRx is a drug delivery company specializing in the development of innovative human therapeutic products for the pharmaceutical and consumer health care market. Our core competence is in the development of novel drug formulations for therapeutic molecules or compounds that have exhibited poor gastro intestinal absorption due to poor solubility or have yet be administerable to the human body with an acceptable delivery method. Our drug delivery system is versatile and offers significant flexibility in the development of suitable dosage formulations (i.e. oral, topical or parenteral) to meet the requirements of specific drug molecules. We are no longer pursuing direct marketing and sales of our market ready products, nor do we intend to pursue direct marketing and commercialization of any newly developed products. The absence of marketing expertise, and significant ongoing funding required to introduce and promote a product successfully into the market are the principal factors limiting our ability to directly market our proprietary products. We are and will continue to seek out established collaborative partners, distributors and licensees to commercialize and market our products in exchange for milestone payments and royalties.

The costs incurred for individual research and development initiatives to date cannot be readily determined because (i) there is no clear distinction between initiatives in order to be able to differentiate between them; (ii) all initiatives have a common goal and that is to adopt our Bioadhesive Colloidal Dispersion drug delivery system to the specific drug in order to improve that drug's effectiveness; and (iii) we do not maintain a time control system to separately classify research and development activities between similar initiatives.

The nature, timing and estimated costs to complete a research and development initiative and anticipated completion dates cannot be estimated because: (i) the nature of research is experimental and we could encounter unforeseen situations which could significantly delay project completion or require us to abandon the project; (ii) timing to complete a research initiative depends, to a certain extent, on financial resources and we cannot predict with any degree of certainty that financial resources will be available when needed to complete any specific initiative; (iii) we cannot significantly influence our partners and licensees as to timing and completion of collaborative efforts, and (iii) cost estimates cannot be predicted with any acceptable degree of accuracy due to unforeseen issues arising during the clinical stages or the approval stages of any specific initiative.

If we cannot complete our research and development initiatives on a timely basis consequences to our operations could be significant to the point where the initiative would be delayed or even abandoned. We could also face the risk of competitors developing the same or similar products and being first to market. Finally, our failure to develop products on a timely basis could substantially impair our ability to generate revenues and materially harm our financial position.

We cannot predict the timing of material net cash inflows from significant initiatives due to a number of factors including (i) availability of financial resources required to market a new product via a partner, (ii) our lack of experience in bringing a new product to market successfully and gaining market share; (iii) competitors' products and the nature and timing of their marketing initiatives.

We intend to continue investing in the further development of our drug delivery technologies and to actively seek collaborators and licensees to accelerate the development and commercialization of products incorporating our drug delivery systems. Depending upon a variety of factors, including collaborative arrangements, available personnel and financial resources, we will conduct or fund clinical trials on such products and will undertake the associated regulatory activities.

## **Recent Developments**

We entered into a feasibility and option agreement with Gaia Biopharma Limited, a privately held, early stage biopharmaceutical company, during October 2008. Under the agreement we will use our proprietary nano drug delivery platforms to formulate two injectable products. Should development and commercialization of these product candidates proceed beyond the formulation stage, we could earn development and sales milestones as well as royalties based on net sales.

We entered into a co-development agreement with a global specialty pharmaceutical company during October 2008 whereby we have been tasked to develop a novel drug formulation using our proprietary drug delivery technology. The company will have an exclusive option period to complete a commercialization agreement with us within six months of completion of the formulation. The extent and duration of consulting services for the initial phase have been finalized and work is underway on the formulation. It is too early to determine whether the formulations will be commercially feasible. There is no assurance that any further consulting services or any other form of revenues will materialize with this company.

One of our most promising drug candidates is Zysolin that uses an inhalable version of the drug Tobramycin (an antibiotic used to treat Gram-negative bacteria) to treat Gram-negative pneumonia. We have completed animal testing on Zysolin and are in the process of preparing protocols for Phase I/II human trials. We have completed safety and efficacy testing on Streptomycin (a drug used to treat tuberculosis) and are seeking collaborative partner(s) to initiate human trials on this product candidate. We continue to test formulations and conduct research on Vansolin (MRSA- pneumonia) and Streptomycin (tuberculosis). The delivery route for all of the above product candidates is Intravenous (I.V.) or Intratracheal (I.T.).

Our objectives for the remainder of this fiscal year include:

- Deliver co-development services and initiate follow on formulations for our two customers;
- Pursue other co-development agreements, license and royalty arrangements;
- Seek and obtain capital funding to continue with our research initiatives including:
- Completion of pre-clinical studies of Zysolin and preparation of protocol for Phase I/II human trials;
- Initiation of Phase I human trials for Zysolin.

During March 2008 Cypress Bioscience, Inc. (“Cypress”) completed the acquisition of our partner Proprius Pharmaceuticals Inc. (“Proprius”). Proprius has development and commercialization rights for Indaflex – our topical cream for the treatment of osteoarthritis of the knee. Additional funding is now available through Cypress in order to further Phase II and III human trials for Indaflex and continue the FDA application process. Under the terms of our agreement, Proprius will undertake completion of clinical trials for Indaflex and will have exclusive global rights (except for Asia and Mexico) to sell and or sublicense Indaflex and any successor NSAID products developed by us. Should clinical trials for Indaflex be successful and sales commence, we will receive clinical trial completion milestone payments and sales milestone payments including a milestone payment of \$3 million for the successful completion of the Phase II trials. In addition to the milestone payments, we will receive royalty payments on sales of Indaflex by Proprius, its affiliates and its sublicensees. There are no assurances or guarantees that Proprius and or Cypress will continue with human trials of Indaflex.

Our 85% owned subsidiary AlphaRx International Holdings Ltd. (“AIH”), through its wholly-owned subsidiary AlphaRx Life Sciences Ltd. is seeking commercial arrangements and is responsible for the commercialization of Indaflex and other potential product candidates in China.

We suspended application to have the Company listed on the Toronto Stock Exchange – Venture Market during October 2008 due to market conditions and our stock price among other factors.

### Overview of Results of Operations

The following tables summarize the results of operations for the eight quarters ended March 31, 2009:

Three Months Ended	Mar 31 2009 \$	Dec 31 2008 \$	Sep 30 2008 \$	June 30 2008 \$	Mar 31 2008 \$	Dec 31 2007 \$	Sep 30 2007 \$	Jun 30 2007 \$
Net Sales	164,109	103,574	16,326	46,798	17,243	17,132	95,891	35,856
Net Income (Loss)	20,951	(21,039)	(59,252)	(293,761)	(397,255)	(585,189)	(227,583)	(462,236)
Net Income (Loss) per Share	0.00	(0.00)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)

### RESULTS OF OPERATIONS FOR THE SIX MONTHS ENDED MARCH 31, 2009, AS COMPARED TO THE SIX MONTHS ENDED MARCH 31, 2008

The Company generated net income, for the first time in its history, of \$2,381 for the six-month period ended March 31, 2009 as compared to a net loss of \$(981,743) incurred for the same period a year ago, an improvement of \$984,124. The Company signed two co-development agreements in the six months ended March 31, 2009 and generated \$235,754 in consulting revenues for the period with no comparable revenue during the same period a year ago. Operations in research and development and general and administrative expenses have also been cost-restructured based on the absence of capital funding available in the current environment.

#### Revenues

Total revenues for the six-month period ended March 31, 2009 were \$267,683 as compared to \$34,375 generated for the same period a year ago, an increase of \$233,308 or about 679 %. Royalty revenues were comparable year over year at \$31,929 for the six months ended March 31, 2009 as compared to \$34,375 for the same period a year ago. The Company generated consulting revenues in the amount of \$235,754 for the six months ended March 31, 2009 with no comparable revenues for the same period a year ago. Consulting revenues relate to the formulations of compounds for our customers, which if pursued to commercialization, could result in license fees and royalties. There is no assurance, however, that any such license fees or royalty revenues will materialize.

#### General and Administrative Expenses

General and Administrative expenses consist primarily of personnel costs related to general management functions, finance, office overheads, as well as insurance costs and professional fees related to legal, audit and tax matters.

General and Administrative expenses were \$125,738 for the six month period ended March 31, 2009 as compared to \$571,668 incurred for the same period a year ago, a decrease of \$445,930 or about 78%. We did not incur any warrant amortization expense in the six months ended March 31, 2009 as compared to \$197,795 in warrant amortization during the same period a year ago. As no new warrants were issued during the six months ended March 31, 2009, no such expense was incurred. We incurred \$11,156 in investor relations expenses during the six months ended March 31, 2009 as compared to \$215,924 in investor relations, legal and application fees for a Canadian stock exchange listing during the six months ended March 31, 2008, a decrease of \$204,768 or about 95%. We are no longer pursuing a listing in Canada due to the current difficult economic circumstances. With the improvement of the US Dollar compared to the Canadian dollar during the period, we realized a foreign exchange gain of \$58,551 during the six months ended March 31, 2009 as compared to a foreign exchange loss of \$6,329 incurred in the same period a year ago, an improvement of \$64,880.

### **Research and Development Expenses**

Research and development expenses include costs for scientific personnel, supplies, equipment, and outsourced clinical and other research activities.

Research and development expenses for the six months ended March 31, 2009 were \$87,221 as compared to \$405,434 incurred for the same period a year ago, a decrease of \$318,213 or about 78%. We currently have 3 full time staff as compared to 4 full time staff during the same period a year ago thereby reducing research and development staff costs. Staff costs totalled \$66,818 for the six months ended March 31, 2009 as compared to \$190,659 incurred for the same period a year ago, a reduction of \$123,841 or about 65%. We have not retained any outside research and development services during the six months ended March 31, 2009 whereas during the same period a year ago, we incurred \$151,198 in third party research and development expenses primarily related to animal testing for certain product candidates. We incurred \$10,935 in lab supplies during the six months ended March 31, 2009 as compared to \$22,937 incurred during the same period a year ago, a decrease of \$12,002 or about 52%. During animal testing in fiscal 2008 more supplies were required to conduct the testing as compared to the current period. We incurred \$5,356 in equipment operating leasing expense during the six months ended March 31, 2009 as compared to \$33,195 incurred in the same period a year ago, a decrease of \$27,839 or about 84%. We are re-aligning our costs to be more in line with revenue expectations until capital markets improve or additional funding is sourced. Research efforts will again increase in the future depending on the timing and availability of additional funds.

### **Depreciation**

Depreciation totalled \$32,344 for the six months ended March 31, 2009 as compared to \$41,231 incurred during the same period a year ago, a decrease of \$8,887 or about 22%. Our capital asset purchases were minimized during the last two fiscal years totalling less than \$17,000. Certain assets are now fully depreciated resulting in decreasing depreciation expense. Should any assets become permanently impaired they are written off to income as determined.

### **Income (Loss) from Operations**

Income (loss) from operations was \$22,380 for the six months ended March 31, 2009 as compared to a loss of \$(983,958) incurred for the same period a year ago, an improvement of \$1,006,338. Significant increase in revenues coupled with reduced expenses as compared to the same period a year ago has resulted in net income for the Company.

### **Interest Expense**

Interest expense for the six months ended March 31, 2009 was \$21,974 as compared to interest expense of \$13,309 generated during the same period a year ago. There were approximately \$447,0000 in promissory

notes outstanding as of March 31, 2009 as compared to approximately \$155,000 as of March 31, 2008, causing the increase in interest expense in the current period versus the same period a year ago.

### **Gain from operations of Discontinued Component**

We ceased entirely our sales of Flexogan during fiscal 2008 and hence no such sales were generated during the six months ended March 31, 2009 as compared to \$2,151 in sales for the same period a year ago.

### **Loss attributable to Non-Controlling Interest**

We reflected a loss attributable to non-controlling interest of \$1,975 for the six months ended March 31, 2009 as compared to \$13,373 for the same period a year ago, a decrease of \$11,398. Non-Controlling interest represents our minority shareholder's proportionate interest (15%) in our 85% owned subsidiary – AIH. The reduction in our expenses resulting from the non-controlling interest, when compared to the same period a year ago, has decreased as the losses in AIH and its wholly owned subsidiary AlphaRx Life Sciences Ltd. have decreased due to the lack of additional funding restricting our activities in China.

### **Net Income (Loss) Attributable to AlphaRx, Inc.**

As a result of the above revenues and expenses, we generated a net income of \$2,381 for the six months ended March 31, 2009 as compared to a net loss of \$(981,743) incurred in the same period a year ago.

## **RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2009, AS COMPARED TO THE THREE MONTHS ENDED MARCH 31, 2008**

The Company generated net income, for the first time in its history, of \$20,951 for the three-month period ended March 31, 2009 as compared to a net loss of \$(396,535) incurred for the same period a year ago, an improvement of \$417,486. The Company generated \$149,654 in consulting revenues for the period with no comparable revenue during the same period a year ago. Operations in research and development and general and administrative expenses have also been cost-restructured based on the absence of capital funding available in the current environment. The cost reductions in turn, contributed to the overall net income results.

### **Revenues**

Total revenues for the three-month period ended March 31, 2009 were \$164,109 as compared to \$17,243 generated for the same period a year ago, an increase of \$146,866 or about 851 %. Royalty revenues were comparable year over year at \$14,455 for the three months ended March 31, 2009 as compared to \$17,243 for the same period a year ago. The Company generated consulting revenues in the amount of \$149,654 for the three months ended March 31, 2009 with no comparable revenues for the same period a year ago. Consulting revenues relate to the formulations of compounds for our customers, which if pursued to commercialization, could result in license fees and royalties. There is no assurance, however, that any such license fees or royalty revenues will materialize.

### **General and Administrative Expenses**

General and Administrative expenses consist primarily of personnel costs related to general management functions, finance, office overheads, as well as insurance costs and professional fees related to legal, audit and tax matters.

General and Administrative expenses were \$72,495 for the three month period ended March 31, 2009 as compared to \$211,846 incurred for the same period a year ago, a decrease of \$139,351 or about 66%. We did not incur any warrant amortization expense in the three months ended March 31, 2009 as compared to \$48,236 in warrant amortization during the same period a year ago. As no new warrants were issued during the three months ended March 31, 2009, no such expense was incurred. We incurred \$2,133 in investor

relations expenses during the three months ended March 31, 2009 as compared to \$137,700 in investor relations, legal and application fees for a Canadian stock exchange listing during the same period a year ago, a decrease of \$135,567 or about 98%. We are no longer pursuing a listing in Canada due to the current difficult economic circumstances. With the improvement of the US Dollar compared to the Canadian dollar during the period, we realized a foreign exchange gain of \$21,041 during the three months ended March 31, 2009 as compared to a foreign exchange gain of \$3,597 generated in the same period a year ago, an improvement of \$17,444. We incurred \$39,035 in administrative staff costs during the three months ended March 31, 2009 as compared to \$61,947 incurred during the same period a year ago, a decrease of \$22,912 or about 37%. Although staffs count remains the same between periods, reduction in salary and consulting rates caused the reduction.

During the three months ended March 31, 2008 we settled a dispute regarding financial consulting services provided by a supplier resulting in an expense recovery of \$120,000. There was no such expense recovery experienced during the three months ended March 31, 2009. Finally, we did not incur any business and other employer taxes in our China subsidiary during the three months ended March 31, 2009 as compared to \$18,680 incurred during the same period a year ago. Other savings during the three months ended included reduced rent, reduced insurance, and reduced travel when compared to the same period a year ago.

### **Research and Development Expenses**

Research and development expenses include costs for scientific personnel, supplies, equipment, and outsourced clinical and other research activities.

Research and development expenses for the three months ended March 31, 2009 were \$44,262 as compared to \$190,402 incurred for the same period a year ago, a decrease of \$146,140 or about 77%. We currently have 3 full time staff as compared to 4 full time staff during the same period a year ago thereby reducing research and development staff costs. Staff costs totalled \$33,058 for the three months ended March 31, 2009 as compared to \$70,261 incurred for the same period a year ago, a reduction of \$37,203 or about 53%. We have not retained any outside research and development services during the three months ended March 31, 2009 whereas during the same period a year ago, we incurred \$76,026 in third party research and development expenses primarily related to animal testing for certain product candidates. We did not incur any research and development expenses in China during the three months ended March 31, 2009 as compared to \$9,909 during the same period a year ago. We incurred \$2,642 in equipment operating lease expense during the three months ended March 31, 2009 as compared to \$21,244 incurred in the same period a year ago, a decrease of \$18,602 or about 87%. Research efforts are critical to the future potential revenues and commercial success of the Company and will increase as soon as additional funding becomes available.

### **Depreciation**

Depreciation totalled \$15,168 for the three months ended March 31, 2009 as compared to \$17,376 incurred during the same period a year ago, a decrease of \$2,208 or about 13%. Certain assets are now fully depreciated resulting in decreasing depreciation expense. There have been no new asset purchases since 2007. Should any assets become permanently impaired they are written off to income as determined.

### **Income (Loss) from Operations**

Income from operations was \$32,184 for the three months ended March 31, 2009 as compared to a loss of \$(402,381) incurred for the same period a year ago, an improvement of \$434,565. A more than nine-fold increase in revenues coupled with reduced expenses as compared to the same period a year ago has resulted in net income for the Company.

### **Interest Expense**

Interest expense for the three months ended March 31, 2009 was \$11,820 as compared to interest expense of \$3,680 generated during the same period a year ago. There were approximately \$447,0000 in promissory

notes outstanding as of March 31, 2009 as compared to approximately \$155,000 as of March 31, 2008, causing the increase in interest expense in the current period versus the same period a year ago.

### **Gain from operations of Discontinued Component**

We ceased entirely our sales of Flexogan during fiscal 2008 and hence no such sales were generated during the three months ended March 31, 2009 as compared to \$343 in sales for the same period a year ago.

### **Loss attributable to Non-Controlling Interest**

We reflected a loss attributable to non-controlling interest of \$587 for the three months ended March 31, 2009 as compared to \$9,183 for the same period a year ago, a decrease of \$8,596. Non-Controlling interest represents our minority shareholder's proportionate interest (15%) in our 85% owned subsidiary – AIH. The reduction in our expenses resulting from the non-controlling interest, when compared to the same period a year ago, has decreased as the losses in AIH and its wholly owned subsidiary AlphaRx Life Sciences Ltd. have decreased due to the lack of additional funding restricting our activities in China.

### **Net Income (Loss) Attributable to AlphaRx, Inc.**

As a result of the above revenues and expenses, we generated a net income of \$20,951 for the three months ended March 31, 2009 as compared to a net loss of \$(396,535) incurred in the same period a year ago.

## **LIQUIDITY AND CAPITAL RESOURCES**

As at March 31, 2009 the Company had working capital deficiency of \$(639,773) as compared to a working capital deficiency of \$(686,919) as at September 30, 2008. We did not issue any stock during the six months ended March 31, 2009 as compared to issuance of 11,167,228 restricted shares of Common Stock during the six months ended March 31, 2008.

We have a licensing arrangement with Andromaco, which provides us with a small royalty stream. We entered into two co-development agreements during the six months ended March 31, 2009 and we continue to seek out new arrangements. We also have licensing arrangements with Proprius Pharmaceuticals Inc. and a joint venture agreement with AlphaAP Inc., which may provide us with milestone payments and/or royalty streams in the future. There is no assurance that such payments or royalty streams will materialize.

Since inception, we have financed operations principally from the sale of Common Stock and issuance of promissory notes and expect to continue this practice to fund our ongoing activities.

We currently do not have sufficient resources to complete the commercialization of any of our proposed products or to carry out our entire business strategy. Therefore, we will likely need to raise substantial additional capital to fund our operations in the future. We cannot be certain that any financing will be available when needed on acceptable terms or at all. Any additional equity financings will be dilutive to our existing shareholders, and debt financing, if available, may require additional stock to be issued and/or involve restrictive covenants on our business.

We expect to continue to spend capital on:

1. research and development programs;
2. preclinical studies and clinical trials;
3. regulatory processes; and
4. third party licensees and distribution partners to manufacture and market our products for us.

The amount of capital we may need will depend on many factors, including:

1. the progress, timing and scope of our research and development programs;
2. the progress, timing and scope of our preclinical studies and clinical trials;
3. the time and cost necessary to obtain regulatory approvals;
4. the time and cost necessary to establish or to retain sales and marketing partners to market our products;
5. the time and cost necessary to respond to technological and market developments; and
6. new collaborative, licensing and other commercial relationships that we may establish.

The inability to raise capital would have a material adverse effect on the Company. We currently have no capital commitments other than the payment of rent on our facilities lease, one leased auto and for certain research equipment.

### **CERTAIN FACTORS THAT MAY AFFECT FUTURE RESULTS**

Certain of the information contained in this document constitutes “forward-looking statements”, including but not limited to those with respect to the future revenues, our development strategy, involve known and unknown risks, uncertainties, and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the risks and uncertainties associated with a drug delivery company which has not successfully commercialized our first product, including a history of net losses, unproven technology, lack of manufacturing experience, current and potential competitors with significant technical and marketing resources, need for future capital and dependence on collaborative partners and on key personnel. Additionally, we are subject to the risks and uncertainties associated with all drug delivery companies, including compliance with government regulations and the possibility of patent infringement litigation, as well as those factors disclosed in our documents filed from time to time with the United States Securities and Exchange Commission.

### **ITEM 3. CONTROLS AND PROCEDURES**

Evaluation of Disclosure Controls and Procedures.

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer and Principal Accounting Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures as of March 31, 2009. The Company's Chief Executive Officer and Chief Financial Officer and Principal Accounting Officer concluded that the Company's disclosure controls and procedures are effective for gathering, analyzing and disclosing the information the Company is required to disclose in the reports it files under the Securities Exchange Act of 1934, within the time periods specified in the SEC's rules and forms.

## **PART II: OTHER INFORMATION**

### **ITEM 1 - LEGAL PROCEEDINGS**

There are currently no legal proceedings against the Company or any of its subsidiaries.

### **ITEM 2 - CHANGES IN SECURITIES AND SMALL BUSINESS ISSUER PURCHASES OF EQUITY SECURITIES**

We did not issue nor purchase any equity securities during the six months ended March 31, 2009.

Warrants to purchase 1,675,000 shares of Common Stock expired during the six months ended March 31, 2009. There were 92,371,192 shares of Common Stock issued and outstanding as of March 31, 2009 and there would be 112,216,192 shares of Common Stock issued and outstanding if all warrants and options were exercised as of March 31, 2009.

During the six months ended March 31, 2008 we issued the following securities and made amendments to our stock options and warrants as follows:

We issued 875,000 shares of Common Stock on February 28, 2008 resulting from the exercise of warrants. We issued 5,000,000 shares of Common Stock plus 5,000,000 warrants to purchase shares of Common Stock on November 14, 2007 in a private placement for net proceeds of \$475,000. We issued 3,430,000 shares of Common Stock as a result of option exercises on December 27, 2007. Total proceeds were \$274,750. Finally we issued 1,862,228 shares of Common Stock as a result of warrant exercises on December 27, 2007. Total proceeds were \$186,223.

We cancelled options to purchase 7,660,000 shares of Common Stock in accordance with the Stock Option Plan terms and conditions and with the agreement of existing option holders during the six months ended March 31, 2008. No new options have been issued since then.

During the six months ended March 31, 2008 warrants to purchase 9,224,435 shares of Common Stock expired. We also issued 5,770,000 new warrants in conjunction with the private placement of 5,000,000 shares of Common Stock and in conjunction with the issuance of \$154,000 in promissory notes.

As a result of the above transactions there were 92,371,192 shares of Common Stock issued and outstanding, as of March 31, 2008.

### **ITEM 3 - DEFAULTS UPON SENIOR SECURITIES**

N/A

### **ITEM 4 - OTHER INFORMATION**

None.

### **ITEM 5 - EXHIBITS AND REPORTS ON FORM 8-K**

(i) **EXHIBITS.**

- 31.1 Certification of C.E.O. Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of C.F.O. Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Michael Lee pursuant to Section 1350 of Chapter 63 of Title 18 United States Code.
- 32.2 Certification of Marcel Urbanc pursuant to Section 1350 of Chapter 63 of Title 18 United States Code.

(ii) **REPORTS ON FORM 8-K**

Not applicable

**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, thereunto duly authorized.

DATED: May 15, 2009

ALPHARx, INC.

By:     /S/ Michael M. Lee      
Michael M. Lee, Chief Executive Officer

Directors:

By:     /S/ Michael M. Lee      
Michael M. Lee, Director

By:     /S/ David Milroy      
David Milroy, Director

By:     /S/ Ford Moore      
Ford Moore, Director

## EXHIBIT 31.1

I, Michael Lee, chief executive officer of AlphaRx, Inc. certify that:

1. I have reviewed this quarterly report on Form 10-Q of AlphaRx, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
  - c) presented in this quarterly report my conclusions about the effectiveness of the disclosure controls and procedures based on my evaluation as of the Evaluation Date;
5. We have disclosed, based on my most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of my most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 15, 2009

/s/ Michael Lee

Michael Lee, Chief Executive Officer

## EXHIBIT 31.2

I, Marcel Urbanc, chief financial officer and principal accounting officer of AlphaRx, Inc. certify that:

1. I have reviewed this quarterly report on Form 10-Q of AlphaRx, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
  - c) presented in this quarterly report my conclusions about the effectiveness of the disclosure controls and procedures based on my evaluation as of the Evaluation Date;
5. We have disclosed, based on my most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of my most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

/s/ Marcel Urbanc

Marcel Urbanc

Chief Financial Officer and Principal Accounting Officer

May 15, 2009

**EXHIBIT 32.1**

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of AlphaRx, Inc. on Form 10-Q for the period ending March 31, 2009 as filed with the Securities and Exchange Commission on the date hereof, Michael Lee, as chief executive officer of AlphaRx, Inc., does hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of his knowledge:

1. This 10-Q report fully complies with the requirements of Section 13(a) of the Exchange Act; and
2. The information contained in this 10-Q report fairly presents, in all material respects, the financial condition and result of operations of AlphaRx, Inc.

/s/ Michael Lee  
Michael Lee  
Chief Executive Officer  
May 15, 2009

**EXHIBIT 32.2**

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of AlphaRx, Inc. on Form 10-Q for the period ending March 31, 2009 as filed with the Securities and Exchange Commission on the date hereof, Marcel Urbanc, as chief financial officer and principal accounting officer of AlphaRx, Inc., does hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of his knowledge:

3. This 10-Q report fully complies with the requirements of Section 13(a) of the Exchange Act; and
4. The information contained in this 10-Q report fairly presents, in all material respects, the financial condition and result of operations of AlphaRx, Inc.

/s/ Marcel Urbanc

Marcel Urbanc

Chief Financial Officer and Principal Accounting Officer

May 15, 2009