

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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CURRENT REPORT

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

Date of Report: July 16, 2007  
*(Date of earliest event reported)*

**NOVELOS THERAPEUTICS, INC.**  
*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction  
of incorporation)*

**333-119366**

*(Commission  
File Number)*

**04-3321804**

*(IRS Employer  
Identification Number)*

**One Gateway Center, Suite 504  
Newton, MA 02458**  
*(Address of principal executive offices)*

**(617) 244-1616**

*(Registrant's telephone number, including area code)*

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 (see General Instruction A.2. below):

- 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On July 16, 2007, the shareholders of Novelos Therapeutics, Inc. (the “Company”) approved an amendment to the Company’s Amended and Restated Certificate of Incorporation to increase to 150,000,000 the number of shares of common stock, par value \$.00001, the Company is authorized to issue (the “Amendment”). The Amendment became effective on July 16, 2007 upon the filing of the Amendment with the Delaware Secretary of State’s office.

**Item 9.01 Financial Statements and Exhibits**

(d) *Exhibits*

3.1 Certificate of Amendment to Amended and Restated Certificate of Incorporation dated July 16, 2007.

**SIGNATURE**

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.

Dated: July 19, 2007

**NOVELOS THERAPEUTICS, INC.**

By: */s/ Harry S. Palmin*

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Name: Harry S. Palmin  
Title: President and Chief Executive Officer

**EXHIBIT INDEX**

**Exhibit No.**

**Description**

3.1 Certificate of Amendment to Amended and Restated Certificate of Incorporation dated July 16, 2007

**CERTIFICATE OF AMENDMENT  
TO  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
NOVELOS THERAPEUTICS, INC.**

Pursuant to Section 242  
of the General Corporation Law  
of the State of Delaware

Novelos Therapeutics, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. A resolution was duly adopted by written consent of the Board of Directors of the Corporation, pursuant to Section 242 of the General Corporation Law of the State of Delaware, setting forth an amendment to the Amended and Restated Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The stockholders of the Corporation duly approved said proposed amendment at a meeting duly held on July 16, 2007 at which a quorum was present and acting throughout and in accordance with the provisions of Section 242 of the Delaware General Corporation Law, and written notice of such action has been provided to those stockholders who did not consent in writing to such action. The resolution setting forth the amendment is as follows:

**RESOLVED**, that the Amended and Restated Certificate of Incorporation of the Corporation be amended by deleting Article FOURTH thereof in its entirety and substituting therefor the following new article FOURTH:

**FOURTH:** The aggregate number of shares of stock that the Corporation shall have authority to issue is one hundred fifty million seven thousand (150,007,000) shares, of which one hundred fifty million (150,000,000) shares shall be designated "Common Stock" and seven thousand (7,000) shares shall be designated "Preferred Stock." Shares of Common Stock and Preferred Stock shall have a par value of \$.00001 per share.

2. That the foregoing amendment was approved by the holders of the requisite number of shares of the Corporation in accordance with Section 242 of the General Corporation Law.

3. That this Certificate of Amendment, which amends the provisions of the Corporation's Amended and Restated Certificate of Incorporation, has been duly adopted in accordance with Section 242 of the General Corporation Law.

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by, Harry S. Palmin, its President, this 16<sup>th</sup> day of July, 2007.

**NOVELOS THERAPEUTICS, INC.**

By: /s/ Harry S. Palmin

Name: Harry S. Palmin

Title: President