

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

[mark one]

QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended: March 31, 2010

TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 333-119366

NOVELOS THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of
incorporation or organization)

04-3321804

(IRS Employer
Identification No.)

One Gateway Center, Suite 504, Newton, Massachusetts 02458

(Address of principal executive offices)

(617) 244-1616

(Issuer's telephone number, including area code)

(Former name, former address, if changed since last report)

Indicate by check mark whether the registrant (1) has 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 the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

(Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a 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

Number of shares outstanding of the issuer's common stock as of the latest practicable date: 90,502,606 shares of common stock, \$0.00001 par value per share, as of May 14, 2010.

NOVELOS THERAPEUTICS, INC.

FORM 10-Q INDEX

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

**NOVELOS THERAPEUTICS, INC.
BALANCE SHEETS**

	March 31, 2010 (unaudited)	December 31, 2009
ASSETS		
CURRENT ASSETS:		
Cash and equivalents	\$ 5,611,732	\$ 8,769,529
Prepaid expenses and other current assets	150,497	102,923
Total current assets	<u>5,762,229</u>	<u>8,872,452</u>
FIXED ASSETS, NET	16,807	44,097
DEPOSITS	15,350	15,350
TOTAL ASSETS	<u>\$ 5,794,386</u>	<u>\$ 8,931,899</u>
LIABILITIES, REDEEMABLE PREFERRED STOCK AND STOCKHOLDERS' DEFICIENCY		
CURRENT LIABILITIES:		
Accounts payable and accrued liabilities	\$ 2,895,457	\$ 3,299,217
Accrued compensation	7,689	245,711
Accrued dividends	2,924,673	2,902,963
Derivative liability (see Note 2)	4,756	10,486,594
Deferred revenue – current	33,333	33,333
Total current liabilities	<u>5,865,908</u>	<u>16,967,818</u>
DEFERRED REVENUE – NONCURRENT	391,667	400,000
COMMITMENTS AND CONTINGENCIES		
REDEEMABLE PREFERRED STOCK:		
Series E convertible preferred stock, \$0.00001 par value; 735 shares designated; 408.264045 and 548.26078125 shares issued and outstanding at March 31, 2010 and December 31, 2009, respectively (liquidation preference \$22,505,555 at March 31, 2010)	<u>13,770,026</u>	<u>18,459,619</u>
STOCKHOLDERS' DEFICIENCY:		
Preferred Stock, \$0.00001 par value; 7,000 shares authorized: Series C cumulative convertible preferred stock; 272 shares designated; 204 shares issued and outstanding at March 31, 2010 and December 31, 2009 (liquidation preference \$3,280,320 at March 31, 2010)	—	—
Common stock, \$0.00001 par value; 225,000,000 shares authorized; 90,385,939 and 69,658,002 shares issued and outstanding at March 31, 2010 and December 31, 2009, respectively	904	697
Additional paid-in capital	56,487,847	49,175,853
Accumulated deficit	<u>(70,721,966)</u>	<u>(76,072,088)</u>
Total stockholders' deficiency	<u>(14,233,215)</u>	<u>(26,895,538)</u>
TOTAL LIABILITIES, REDEEMABLE PREFERRED STOCK AND STOCKHOLDERS' DEFICIENCY	<u>\$ 5,794,386</u>	<u>\$ 8,931,899</u>

See notes to financial statements.

NOVELOS THERAPEUTICS, INC.
STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months	
	Ended March 31,	
	2010	2009
REVENUE	\$ 8,333	\$ 30,968
COSTS AND EXPENSES:		
Research and development	1,910,889	1,783,832
General and administrative	644,763	476,197
Total costs and expenses	<u>2,555,652</u>	<u>2,260,029</u>
LOSS FROM OPERATIONS	<u>(2,547,319)</u>	<u>(2,229,061)</u>
OTHER INCOME:		
Interest income	—	1,013
Gain on derivative warrants (see Note 1)	7,897,441	412,120
Miscellaneous	—	2,483
Total other income	<u>7,897,441</u>	<u>415,616</u>
NET INCOME (LOSS)	5,350,122	(1,813,445)
PREFERRED STOCK DIVIDENDS	(656,635)	(768,183)
PREFERRED STOCK DEEMED DIVIDENDS	—	(714,031)
NET INCOME (LOSS) ATTRIBUTABLE TO COMMON STOCKHOLDERS	<u>\$ 4,693,487</u>	<u>\$ (3,295,659)</u>
BASIC NET INCOME (LOSS) ATTRIBUTABLE TO COMMON STOCKHOLDERS PER COMMON SHARE	<u>\$ 0.06</u>	<u>\$ (0.07)</u>
SHARES USED IN COMPUTING BASIC NET INCOME (LOSS) ATTRIBUTABLE TO COMMON STOCKHOLDERS PER COMMON SHARE	<u>79,919,670</u>	<u>43,975,656</u>
DILUTED NET INCOME (LOSS) ATTRIBUTABLE TO COMMON STOCKHOLDERS PER COMMON SHARE	<u>\$ 0.02</u>	<u>\$ (0.07)</u>
SHARES USED IN COMPUTING DILUTED NET INCOME (LOSS) ATTRIBUTABLE TO COMMON STOCKHOLDERS PER COMMON SHARE	<u>134,925,138</u>	<u>43,975,656</u>

See notes to financial statements.

NOVELOS THERAPEUTICS, INC.
STATEMENTS OF CASH FLOWS
(Unaudited)

	Three months ended	
	March 31,	
	2010	2009
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	\$ 5,350,122	\$ (1,813,445)
Adjustments to reconcile net income (loss) to cash used in operating activities:		
Depreciation and amortization	27,290	6,231
Stock-based compensation	(97,479)	126,587
Gain on derivative warrants	(7,897,441)	(412,120)
Changes in:		
Prepaid expenses and other current assets	(47,574)	41,290
Accounts payable and accrued liabilities	(403,760)	(1,260,400)
Accrued compensation	(238,022)	(172,381)
Deferred revenue	(8,333)	(8,333)
Cash used in operating activities	<u>(3,315,197)</u>	<u>(3,492,571)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of Series E convertible preferred stock and warrants, net	—	9,204,531
Proceeds from exercise of stock options	157,400	—
Cash provided by financing activities	<u>157,400</u>	<u>9,204,531</u>
INCREASE (DECREASE) IN CASH AND EQUIVALENTS	(3,157,797)	5,711,960
CASH AND EQUIVALENTS AT BEGINNING OF PERIOD	8,769,529	1,262,452
CASH AND EQUIVALENTS AT END OF PERIOD	<u>\$ 5,611,732</u>	<u>\$ 6,974,412</u>
SUPPLEMENTAL DISCLOSURES OF NON-CASH FINANCING ACTIVITIES		
Dividends accumulated on shares of Series E preferred stock exchanged or converted into shares of common stock	<u>\$ 634,925</u>	<u>\$ 1,597,144</u>
Fair value of derivative warrants upon adoption of new accounting principle	<u>\$ —</u>	<u>\$ 998,945</u>
Fair value of derivative warrants reclassified to additional paid-in capital upon cashless exercise	<u>\$ 2,584,397</u>	<u>\$ —</u>
Carrying value of redeemable preferred stock converted into common stock	<u>\$ 4,689,593</u>	<u>\$ —</u>
Exchange of Series D for Series E preferred stock	<u>\$ —</u>	<u>\$ 13,904,100</u>
Relative fair value of warrants issued to stockholders	<u>\$ —</u>	<u>\$ 2,907,208</u>

See notes to financial statements.

Novelos Therapeutics, Inc.
Notes to Financial Statements

1. NATURE OF BUSINESS, BASIS OF PRESENTATION

Novelos Therapeutics, Inc. (“Novelos” or the “Company”) is a biopharmaceutical company developing oxidized glutathione-based compounds for the treatment of cancer and hepatitis. Novelos is also seeking to expand its product pipeline by licensing or acquiring clinical stage compounds or technologies for oncology indications. Novelos owns exclusive worldwide intellectual property rights (excluding Russia and other states of the former Soviet Union (the “Russian Territory”), but including Estonia, Latvia and Lithuania) related to certain clinical compounds and other pre-clinical compounds based on oxidized glutathione.

The Company is subject to a number of risks similar to those of other small biopharmaceutical companies. Principal among these risks are dependence on key individuals, competition from substitute products and larger companies, the successful development and marketing of its products in a highly regulated environment and the need to obtain additional financing necessary to fund future operations.

On February 24, 2010, the Company announced that its Phase 3 clinical trial for NOV-002 in non-small cell lung cancer (“NSCLC”) (the “Phase 3 Trial”) did not meet its primary endpoint of a statistically significant increase in median overall survival. Following evaluation of the detailed trial data, on March 18, 2010, the Company announced that the secondary endpoints had also not been met in the Phase 3 Trial and that it had discontinued development of NOV-002 for NSCLC in combination with first-line paclitaxel and carboplatin chemotherapy, although development for other indications is continuing.

The Company has generated insignificant revenues and has incurred operating losses since inception in devoting substantially all of its efforts toward research and development. The process of developing new products will continue to require significant research and development, non-clinical testing, clinical trials and regulatory approval. The Company expects that these activities, together with general and administrative costs, will result in continuing operating losses for the foreseeable future. The Company believes that it has adequate cash to fund these ongoing activities into early in the first quarter of 2011. The Company’s ability to execute its operating plan beyond early in the first quarter of 2011 is dependent on its ability to obtain additional capital, during 2010, principally through the sale of equity and/or debt securities. The negative outcome of the Phase 3 Trial, as well as continuing difficult conditions in the capital markets globally, may adversely affect the ability of the Company to obtain funding in a timely manner. If the Company is unable to obtain sufficient additional funding, it will be required, beginning in mid- to late-2010, to scale back its administrative and clinical development activities and may be required to cease its operations entirely. The Company plans to continue to actively pursue financing alternatives, but there can be no assurance that it will obtain the necessary capital. In the interim, the Company is continuously evaluating measures to reduce costs to preserve existing capital.

The accompanying unaudited financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) for interim financial information and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for the fair presentation of these financial statements have been included. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Interim results are not necessarily indicative of results to be expected for other quarterly periods or for the entire year ending December 31, 2010. These unaudited financial statements should be read in conjunction with the audited financial statements and related notes thereto included in the Company’s latest annual report for the year ended December 31, 2009 on Form 10-K, which was filed with the Securities and Exchange Commission (“SEC”) on March 30, 2010. The report from the Company’s independent registered public accounting firm dated March 23, 2010 and included with its annual report on Form 10-K indicated that factors exist that raised substantial doubt about the Company’s ability to continue as a going concern.

Comprehensive Income (Loss) – The Company had no components of comprehensive income (loss) other than the net income (loss) in all periods presented.

Derivative Instruments – The Company generally does not use derivative instruments to hedge exposures to cash flow or market risks; however, certain warrants to purchase common stock that do not meet the requirements for classification as equity, in accordance with the Derivatives and Hedging Topic of the Financial Accounting Standards Board Accounting Standards Codification (“FASB ASC”), are classified as liabilities. In such instances, net-cash settlement is assumed for financial reporting purposes, even when the terms of the underlying contracts do not provide for a net-cash settlement. These warrants are considered derivative instruments since the agreements contain “down-round” provisions whereby the number of shares for which the options are exercisable and/or the exercise price of the warrants is subject to change in the event of certain issuances of stock at prices below the then-effective exercise price of the warrants. The number of such warrants was 5,710,027 at March 31, 2010. The primary underlying risk exposure pertaining to the warrants is the change in fair value of the underlying common stock. Such financial instruments are initially recorded at fair value, or relative fair value, when issued with other instruments, with subsequent changes in fair value recorded as a component of gain or loss on derivatives in each reporting period. If these instruments subsequently meet the requirements for equity classification, the Company reclassifies the fair value to equity. At March 31, 2010, these warrants represent the only outstanding derivative instruments issued or held by the Company. As a result of the significant decline in the Company’s stock price following the announcement of the results of the Phase 3 Trial, the Company recorded a gain of approximately \$7,897,000 during the three months ended March 31, 2010 in connection of revaluation of the derivative liability balance at March 31, 2010.

2. FAIR VALUES OF ASSETS AND LIABILITIES

In accordance with Fair Value Measurements and Disclosures Topic of the FASB ASC, the Company groups its financial assets and financial liabilities generally measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value.

- Level 1: Input prices quoted in an active market for identical financial assets or liabilities.
- Level 2: Inputs other than prices quoted in Level 1, such as prices quoted for similar financial assets and liabilities in active markets, prices for identical assets and liabilities in markets that are not active or other inputs that are observable or can be corroborated by observable market data.
- Level 3: Input prices quoted that are significant to the fair value of the financial assets or liabilities which are not observable or supported by an active market.

Assets and liabilities measured at fair value on a recurring basis are summarized below:

	March 31, 2010			
	Level 1	Level 2	Level 3	Fair Value
Liabilities:				
Warrants	\$ -	\$ 4,756	\$ -	\$ 4,756
	December 31, 2009			
	Level 1	Level 2	Level 3	Fair Value
Liabilities:				
Warrants	\$ -	\$10,486,594	\$ -	\$10,486,594

The fair value of warrants has been estimated using the Black-Scholes option pricing model based on the closing price of the common stock at the valuation date, estimated volatility of 90%, terms ranging from four to eleven months at March 31, 2010 and three to fourteen months at December 31, 2009 and risk-free interest rates ranging from 0.02% to 0.47% at March 31, 2010 and 0.04% to 0.47% at December 31, 2009.

3. COLLABORATION AGREEMENTS

2007 Collaboration Agreement with Lee’s Pharmaceutical (HK) Ltd.

In December 2007 the Company entered into a Collaboration Agreement with Lee’s Pharmaceutical (HK) Ltd. (“Lee’s Pharm”). Pursuant to this agreement, Lee’s Pharm obtained an exclusive license to develop, manufacture and commercialize NOV-002 and NOV-205 in China, Hong Kong, Taiwan and Macau (the “Chinese Territory”). Under the terms of the agreement the Company received a license fee of \$500,000 in March 2008 and is entitled to receive up to \$1,700,000 in future milestone payments upon the completion of development and marketing milestones by Lee’s Pharm. This initial \$500,000 payment received is being amortized over the estimated term of this agreement, 15 years. Accordingly, \$8,000 of license revenue was recognized in each of the three-month periods ended March 31, 2010 and 2009.

The Lee's Pharm agreement provides that the Company receive royalty payments of 20-25% of net sales of NOV-002 in the Chinese Territory and receive royalty payments of 12-15% of net sales of NOV-205 in the Chinese Territory. Lee's Pharm is obligated to reimburse the Company for the manufacturing cost of pharmaceutical products provided to Lee's Pharm in connection with the agreement. Lee's Pharm has committed to spend a minimum amount on development in the first four years of the agreement. The agreement expires upon the expiration of the last patent covering any of the licensed products, or twelve years from the date of the first commercial sale in China, whichever occurs later.

2009 Collaboration Agreement with Mundipharma

On February 11, 2009, Novelos entered into a collaboration agreement (the "Collaboration Agreement") with Mundipharma International Corporation Limited ("Mundipharma") to develop, manufacture and commercialize, on an exclusive basis, Licensed Products (as defined in the Collaboration Agreement), which includes the Company's lead compound, NOV-002, in Europe (other than the Russian Territory), Asia (other than the Chinese Territory) and Australia (collectively referred to as the "Mundipharma Territory"). Mundipharma is an independent associated company of Purdue Pharma, L.P. ("Purdue"). The Collaboration Agreement provides for Mundipharma to pay the Company royalties and fixed milestone payments based on sales and commercial launches in the licensed territories.

For countries in which patents are held, the Collaboration Agreement expires on a country-by-country basis within the Mundipharma Territory on the earlier of (1) expiration of the last applicable Novelos patent within the country or (2) the determination that any patents within the country are invalid, obvious or otherwise unenforceable. For countries in which no patents are held, the Collaboration Agreement expires the earlier of 15 years from its effective date or upon generic product competition in the country resulting in a 20% drop in Mundipharma's market share. Novelos may terminate the Collaboration Agreement upon breach or default by Mundipharma. Mundipharma may terminate the Collaboration Agreement upon breach or default, filing of voluntary or involuntary bankruptcy by Novelos, the termination of certain agreements with companies associated with the originators of the licensed technology, or 30-day notice for no reason. If any regulatory approval within the Mundipharma Territory is suspended as a result of issues related to the safety of the Licensed Products, then Mundipharma's obligations under the Collaboration Agreement will be suspended until the regulatory approval is reinstated. If that reinstatement does not occur within 12 months of the suspension, then Mundipharma may terminate the Collaboration Agreement.

Concurrently with the execution of the Collaboration Agreement, Novelos completed a private placement of Series E preferred stock and common stock purchase warrants to Purdue.

The Company expects that the negative results of its Phase 3 Trial will adversely affect development and commercialization of NOV-002 under the collaboration agreements with Lee's Pharm and Mundipharma.

4. STOCKHOLDERS' DEFICIENCY

Registration Rights Agreements

Simultaneous with the execution of the Series E preferred stock purchase agreement in 2009, the Company entered into a registration rights agreement (the "Series E Registration Agreement") with Purdue and the investors in the Company's Series D preferred stock (the "Series D Investors"). The Series E Registration Agreement replaced a prior agreement dated April 11, 2008 between Novelos and the Series D Investors. The Series E Registration Agreement required Novelos to file with the Securities and Exchange Commission ("SEC") no later than 5 business days following the six-month anniversary of the execution of the Series E purchase agreement (the "Filing Deadline"), a registration statement covering the resale of (i) a number of shares of common stock equal to 100% of the shares issuable upon conversion of the Series E preferred stock (excluding 12,000,000 shares of common stock issuable upon conversion of the Series E preferred stock issued in exchange for shares of outstanding Series D preferred stock during 2008 that are included on a prior registration statement) and (ii) an aggregate of 21,096,150 shares of common stock issuable upon exercise of warrants issued in connection with Series B, Series D and Series E preferred stock. Novelos was required to use its best efforts to have the registration statement declared effective and to keep the registration statement continuously effective under the Securities Act until the earlier of the date when all the registrable securities covered by the registration statement have been sold or the second anniversary of the closing of the Series E purchase agreement. Purdue and the Series D Investors consented to extend the Filing Deadline to September 15, 2009. The registration statement was filed on that date. The Series E Registration Agreement was amended on January 21, 2010 principally to consent to a reduction in the number of shares offered. The registration statement covering the resale of a total of 19,000,000 shares of the Company's common stock was declared effective on February 12, 2010 and a post-effective amendment was declared effective on May 3, 2010. The use of the registration statement may be suspended for not more than 15 consecutive days or for a total of not more than 30 days in any 12-month period. The Company will use its reasonable best efforts to register the shares excluded from the registration statement as may be permitted by the SEC until such time as all of these shares either have been registered or may be sold without restriction in reliance on Rule 144 under the Securities Act.

As part of a common stock private placement in August 2009, the Company entered into a registration rights agreement with Purdue (the "Purdue Registration Agreement"). The Purdue Registration Agreement requires the Company to file with the SEC no later than May 17, 2010, a registration statement covering the resale of all the shares of common stock issued pursuant to the August 2009 purchase agreement and all shares of common stock issuable upon exercise of the warrants issued pursuant to the August 2009 purchase agreement. The Company is required to use its best efforts to have the registration statement declared effective and to keep the registration statement continuously effective under the Securities Act until the earlier of the date when all the registrable securities covered by the registration statement have been sold or the second anniversary of the final closing. In the event the Company fails to file the registration statement timely, it will be required to pay Purdue liquidated damages equal to 1.5% per month (pro-rated on a daily basis for any period of less than a full month) of the aggregate purchase price of the common stock until the delinquent registration statement is filed. The Company will be allowed to suspend the use of the registration for not more than 15 consecutive days or for a total of not more than 30 days in any 12-month period. As of March 31, 2010, and through the date of this filing, the Company has not concluded that it is probable that damages will become due; therefore, no accrual for damages has been recorded.

Conversions of Preferred Stock – During the three months ended March 31, 2010, 140 shares of the Company's Series E preferred stock, having an aggregate stated value of \$7,000,000, and accumulated dividends thereon, were converted into 11,745,779 shares of common stock. The associated carrying value of the converted shares totaling approximately \$4,690,000 was reclassified to permanent equity from temporary equity.

Common Stock Warrants — The following table summarizes information with regard to outstanding warrants issued in connection with equity and debt financings as of March 31, 2010:

Offering	Outstanding (as adjusted)	Exercise Price (as adjusted)	Expiration Date
2005 Issuance of Common Stock – placement agents	243,476	\$ 0.65	August 9, 2010 September 30, 2010
Series A Preferred Stock	909,090	\$ 0.65	
2006 Issuance of Common Stock	4,557,461	\$ 1.72	March 7, 2011
Series B Preferred Stock – placement agents	825,000	\$ 1.25	May 2, 2012
Series C Exchange	1,250,000	\$ 1.25	May 2, 2012
Series E Preferred Stock	9,230,769	\$ 0.65	December 31, 2015
August 2009 Private Placement	4,772,730	\$ 0.66	December 31, 2015
Total	21,788,526		

During the three months ended March 31, 2010, a total of 8,182,158 shares of the Company's common stock were issued upon the cashless exercise of warrants to purchase 13,732,580 shares of the Company's common stock. The Company reclassified a total of \$2,584,000 from derivative liability to additional paid-in capital upon the exercise of warrants. The following is a summary of the exercises:

Original private placement	Shares of Common Stock Issued	Warrants Exercised	Exercise Price
2005 Bridge Financing	314,982	400,000	\$ 0.625
2005 Issuance of Common Stock – placement agents	226,544	317,350	\$ 0.65
2006 Issuance of Common Stock	366,492	991,516	\$ 1.72
Series B Preferred Stock – purchasers	4,545,447	7,500,000	\$ 0.65
Series B Preferred Stock – placement agents	35,106	75,000	\$ 1.25
Series D Preferred Stock	2,645,685	4,365,381	\$ 0.65
Series C Exchange	47,902	83,333	\$ 1.25
Total	8,182,158	13,732,580	

5. STOCK-BASED COMPENSATION

The following table summarizes amounts charged (credited) to expense for stock-based compensation related to employee and director stock option grants and stock-based compensation recorded in connection with stock options granted to non-employee consultants:

	Three Months Ended March 31,	
	2010	2009
	Employee and director stock option grants:	
Research and development	\$ 57,113	\$ 36,260
General and administrative	82,928	82,015
	<u>140,041</u>	<u>118,275</u>
Non-employee consultant stock option grants:		
Research and development	(210,825)	3,329
General and administrative	(26,695)	4,983
	<u>(237,520)</u>	<u>8,312</u>
Total stock-based compensation	\$ (97,479)	\$ 126,587

There were no stock option grants during the three months ended March 31, 2010 or 2009.

A summary of stock option activity is as follows:

	Options Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Contracted Term in Years	Aggregate Intrinsic Value
Outstanding at January 1, 2010	9,219,825	\$ 0.63	7.5	\$ 17,650,255
Options exercised	(800,000)	\$ 0.20		
Options cancelled	(150,000)	\$ 2.20		
Outstanding at March 31, 2010	<u>8,269,825</u>	<u>\$ 0.64</u>	<u>7.6</u>	<u>\$ 230,992</u>
Exercisable at March 31, 2010	<u>5,044,805</u>	<u>\$ 0.67</u>	<u>6.7</u>	<u>\$ 230,992</u>

The aggregate intrinsic value of options outstanding is calculated based on the positive difference between the closing market price of the Company's common stock at the end of the respective period and the exercise price of the underlying options. During the three months ended March 31, 2010, the total intrinsic value of options exercised was \$636,000 and the total amount of cash received from exercise of these options was \$157,000.

As of March 31, 2010, there was approximately \$1,115,000 of total unrecognized compensation cost related to unvested stock-based compensation arrangements. Of this total amount, 41%, 41% and 18% is expected to be recognized during 2010, 2011 and 2012, respectively. The Company expects 3,225,020 in unvested options to vest in the future. The weighted-average grant-date fair value of both vested and unvested options outstanding at March 31, 2010 was \$0.41.

In April 2010, options to purchase 116,667 shares of common stock at an exercise price of \$0.01 per share were exercised. These options had an intrinsic value of \$26,000 on the date of exercise.

6. NET INCOME (LOSS) PER SHARE

Basic net income (loss) per share is computed by dividing net income (loss) attributable to common stockholders by the weighted average number of shares of common stock outstanding during the period. Diluted net income per share is computed by dividing net income attributable to common stockholders by the sum of weighted average number of shares of common stock and the dilutive potential common stock equivalents then outstanding. Potential common stock equivalents consist of stock options, warrants and convertible preferred stock and accumulated dividends. Since the Company has a net loss for the three months ended March 31, 2009, the inclusion of common stock equivalents in the computation would be antidilutive. Accordingly, basic and diluted net loss per share are the same for the three months ended March 31, 2009.

The following table sets forth the shares and net income used in the diluted earnings per share computation for the three months ended March 31, 2010:

Numerator:

Net income available to common stockholders used in basic earnings per share calculation	\$ 4,693,487
Derivative gain recorded on dilutive warrants	(2,340,515)
Dividends on convertible preferred stock	656,635
Net income available to common stockholders used in diluted earnings per share calculation	<u>\$ 3,009,607</u>
Denominator:	
Weighted average shares of common stock used in the computation of basic earnings per share	79,919,670
Dilutive effect of stock options	4,043,826
Dilutive effect of warrants to purchase common stock	12,185,984
Dilutive effect of convertible preferred stock	38,775,658
Shares used in computation of diluted earnings per share	<u>134,925,138</u>

The following potentially dilutive securities have been excluded from the computation of diluted net income (loss) per share since their inclusion would be antidilutive:

	Three Months Ended	
	March 31,	
	<u>2010</u>	<u>2009</u>
Stock options	<u>607,463</u>	<u>7,279,825</u>
Warrants	<u>6,632,461</u>	<u>38,445,170</u>
Conversion of preferred stock	<u>—</u>	<u>54,670,982</u>

7. INCOME TAXES

The Company accounts for income taxes in accordance with the Income Taxes Topic of the FASB ASC. Under this guidance, deferred tax assets or liabilities are computed based on the difference between the financial statement and income tax basis of assets and liabilities, and net operating loss carryforwards, using the enacted tax rates. Deferred income tax expense or benefit is based on changes in the asset or liability from period to period. The Company did not record a provision or benefit for federal, state or foreign income taxes for the three months ended March 31, 2010 because the Company has experienced losses since inception. The net income reported for the three months ended March 31, 2010 is a result of the gain recorded on the revaluation of derivative warrant liability during that period, which is a nontaxable item. The Company has not recorded deferred tax assets as their realization is uncertain.

8. LITIGATION

A purported class action complaint was filed on March 5, 2010 in the United States District Court for the District of Massachusetts by an alleged shareholder of the Company, on behalf of himself and all others who purchased or otherwise acquired the Company's common stock in the period between December 14, 2009 and February 24, 2010, against the Company and its President and Chief Executive Officer, Harry S. Palmin. On April 7, 2010, Novelos and Mr. Palmin filed a motion for an order to establish that their response to the complaint will not be due until some time after the court appoints a lead plaintiff and affords the lead plaintiff an opportunity to file a consolidated and amended complaint. On May 4, 2010, motions were filed on behalf of three different individuals or groups, each seeking to be appointed lead plaintiff. The court is expected to rule on those motions and appoint a lead plaintiff by June 2, 2010. The complaint claims that the Company violated Section 10(b) of the Securities Exchange Act of 1934, as amended, and Rule 10b-5 promulgated thereunder in connection with alleged disclosures related to the Phase 3 clinical trial of NOV-002 for non-small cell lung cancer. The Company believes the allegations are without merit and intends to defend vigorously against the allegations. Legal costs related to the complaint will be expensed as incurred.

9. SUBSEQUENT EVENTS

Retention Agreements

On May 14, 2010, the Company entered into retention agreements with each of its four vice-president executive officers. The agreements provide for the lump-sum payment of six months' base salary and benefits to each officer following a termination without cause or a resignation with good reason occurring on or before November 14, 2011. The agreements further provide that if the executives remain employed with the Company as of October 1, 2010, they will receive a payment of two months' base salary as a retention bonus on that date. The amount paid as a retention bonus will be deducted from the severance amounts that may become payable upon a subsequent involuntary termination. The agreements expire November 14, 2011. The total amounts that may become payable to the named executive officers pursuant to the retention agreements are approximately \$132,000 to Christopher Pazoles and \$129,000 to Elias Nyberg. Concurrently with the execution of the retention agreements, the employment agreement between the Company and Christopher Pazoles dated July 15, 2005 was terminated. The employment agreement between the Company and Harry S. Palmin, the Company's chief executive officer, remains unchanged.

On May 14, 2010, the Company entered into retention agreements with each of its three non-executive employees. The agreements provide for the lump-sum payment of six months' base salary and benefits to each employee following a termination without cause or a resignation with good reason occurring on or before November 14, 2011. The agreements expire November 14, 2011.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

This quarterly report on Form 10-Q includes forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act. For this purpose, any statements contained herein regarding our strategy, future operations, financial position, future revenues, projected costs, prospects, plans and objectives of management, other than statements of historical facts, are forward-looking statements. The words "anticipates," "believes," "estimates," "expects," "intends," "may," "plans," "projects," "will," "would" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. We cannot guarantee that we actually will achieve the plans, intentions or expectations disclosed in our forward-looking statements. There are a number of important factors that could cause actual results or events to differ materially from those disclosed in the forward-looking statements we make. These important factors include our significant accounting estimates, such as those for unbilled contract service fees and amounts due to clinical research organizations, clinical investigators and contract manufacturers, the risk factors set forth below under the caption "Risk Factors" and the risk factors set forth in Item 1A of our annual report for the year ended December 31, 2009 on Form 10-K, which was filed with the Securities and Exchange Commission ("SEC") on March 30, 2010. Although we may elect to update forward-looking statements in the future, we specifically disclaim any obligation to do so, even if our estimates change, and readers should not rely on those forward-looking statements as representing our views as of any date subsequent to the date of this quarterly report.

Overview

We are a biopharmaceutical company developing oxidized glutathione-based compounds for the treatment of cancer and hepatitis. We are also seeking to expand our product pipeline by licensing or acquiring clinical stage compounds or technologies for oncology indications.

NOV-002, our lead compound, is a small-molecule compound based on a proprietary formulation of oxidized glutathione that has been administered to approximately 1,000 cancer patients in clinical trials and is in Phase 2 development for solid tumors in combination with chemotherapy. According to Cancer Market Trends (2008-2012, URCH Publishing), Datamonitor (July 3, 2006) and PharmaLive (October 9, 2009), the global market for cancer pharmaceuticals reached an estimated \$66 billion in 2007, nearly doubling from \$35 billion in 2005, and is expected to grow to \$80 billion by 2012.

From November 2006 through January 2010, we conducted a Phase 3 trial of NOV-002 plus first-line chemotherapy in advanced non-small cell lung cancer ("NSCLC"). The Phase 3 trial enrolled 903 patients, 452 of whom received NOV-002. On February 24, 2010, we announced that the primary endpoint of improvement in overall survival compared to first-line chemotherapy alone was not met in this pivotal Phase 3 trial of NOV-002 plus first-line chemotherapy in advanced NSCLC. Following evaluation of the detailed trial data, we announced on March 18, 2010 that the secondary endpoints also were not met in the trial and that adding NOV-002 to paclitaxel and carboplatin chemotherapy was not statistically or meaningfully different in terms of efficacy-related endpoints or recovery from chemotherapy toxicity versus chemotherapy alone. However, NOV-002 was safe and did not add to the overall toxicity of chemotherapy. Based on the results from the Phase 3 trial, we have determined to discontinue development of NOV-002 for NSCLC in combination with first-line paclitaxel and carboplatin chemotherapy.

NOV-002 is being developed to treat early-stage breast cancer. In June 2007 we commenced enrollment in a U.S. Phase 2 neoadjuvant breast cancer trial, which is ongoing at The University of Miami to evaluate the ability of NOV-002 to enhance the effectiveness of chemotherapy in HER-2 negative patients. An interim analysis of the trial was presented at the San Antonio Breast Cancer Symposium in December 2008. Six pathologic complete responses ("pCR") occurred in the first 15 women (40%) who completed chemotherapy and underwent surgery, which is a much higher rate than the historical control of less than 20% pCR in this patient population. Furthermore, patients experienced decreased hematologic toxicities. We expect to present results from this trial in the third quarter of 2010.

NOV-002 is also being developed to treat chemotherapy-resistant ovarian cancer. In a U.S. Phase 2 chemotherapy-resistant ovarian cancer trial at Massachusetts General Hospital and Dana-Farber Cancer Institute from July 2006 through May 2008, NOV-002, in combination with carboplatin, slowed progression of the disease in 60% of evaluable patients (nine out of 15 women). The median progression-free survival was 15.4 weeks, almost double the historical control of eight weeks. Furthermore, patients experienced decreased hematologic toxicities. These results were presented at the American Society of Clinical Oncology in May 2008.

NOV-205, our second glutathione-based compound, acts as a hepatoprotective agent with immunomodulating and anti-inflammatory properties. NOV-205 has been administered to approximately 200 hepatitis patients in clinical trials and is in Phase 2 development for chronic hepatitis C non-responders. An Investigational New Drug Application (“IND”) for NOV-205 as a monotherapy for chronic hepatitis C was accepted by the FDA in 2006. A U.S. Phase 1b clinical trial with NOV-205 in patients who previously failed treatment with pegylated interferon plus ribavirin was completed in December 2007. Based on favorable safety results of that trial, in March 2010 we initiated a multi-center U.S. Phase 2 trial evaluating NOV-205 as monotherapy in up to 40 chronic hepatitis C genotype 1 patients who previously failed treatment with pegylated interferon plus ribavirin. We expect to have preliminary results from this longer duration, proof-of-concept trial in the third quarter of 2010.

As evidenced by our Phase 3 trial in NSCLC, although promising Phase 2 results may advance the clinical development of compounds, such results are not necessarily determinative that the efficacy and safety of the compounds will be successfully demonstrated in a Phase 3 clinical trial.

Both compounds have completed clinical trials in humans and have been approved for use in Russia, where they were originally developed. We own all intellectual property rights worldwide (excluding Russia and other states of the former Soviet Union (the “Russian Territory”), but including Estonia, Latvia and Lithuania) related to compounds based on oxidized glutathione, including NOV-002 and NOV-205. Our patent portfolio includes six U.S. issued patents, two European issued patents and one Japanese issued patent.

We entered into a collaboration agreement with Mundipharma International Corporation Limited (“Mundipharma”) to develop, manufacture and commercialize NOV-002 in Europe, excluding the Russian Territory, most of Asia (other than China, Hong Kong, Taiwan and Macau, the “Chinese Territory”) and Australia. We have a collaboration agreement with Lee’s Pharmaceutical (HK) Ltd. (“Lee’s Pharm”) to develop, manufacture and commercialize NOV-002 and NOV-205 in the Chinese Territory. We expect that the negative results of our Phase 3 trial in advanced NSCLC will adversely affect development and commercialization of NOV-002 under the collaboration agreements.

Results of Operations

Revenue. Revenue consists of amortization of license fees received in connection with partner agreements and income received from a grant from the U.S. Department of Health and Human Services.

Research and development expense. Research and development expense consists of costs incurred in identifying, developing and testing product candidates, which primarily consist of salaries and related expenses for personnel, fees paid to professional service providers for independent monitoring and analysis of our clinical trials, costs of contract research and manufacturing and costs to secure intellectual property. We are currently developing two proprietary compounds, NOV-002 and NOV-205. To date, most of our research and development costs have been associated with our NOV-002 compound.

General and administrative expense. General and administrative expense consists primarily of salaries and other related costs for personnel in executive, finance and administrative functions. Other costs include facility costs, insurance, costs for public and investor relations, directors’ fees and professional fees for legal and accounting services.

Quarters Ended March 31, 2010 and 2009

Revenue. During the three months ended March 31, 2010 and 2009, we recognized \$8,000 in license fees in each of the three-month periods in connection with our collaboration agreement with Lee’s Pharm. During the three months ended March 31, 2009, we also recognized \$23,000 in grant revenue related to a grant received from the U.S. Department of Health and Human Services. The related costs are included as a component of research and development expense in that period.

Research and Development. Research and development expense for the three months ended March 31, 2010 was \$1,911,000, compared to \$1,784,000 for the same period in 2009. The \$127,000, or 7%, increase in research and development expense was due to a combination of factors. In anticipation of the results of our Phase 3 clinical trial of NOV-002 in advanced NSCLC, announced in February 2010, we increased certain preclinical research and manufacturing activities in preparation of a possible filing of a new drug application later in 2010. As a result, consulting costs related to preclinical and manufacturing work increased by \$922,000. In addition, clinical development costs for NOV-205 increased by \$107,000 as a result of the commencement, in March 2010, of a Phase 2 trial evaluating NOV-205 in chronic hepatitis patients. These increased costs were partially offset by a \$687,000 decrease in clinical development costs for NOV-002 as a result of the completion of the Phase 3 trial in February 2010. Stock based compensation decreased \$193,000 as a result of the decline in our stock price following the Phase 3 trial results. Salaries and overhead costs declined by \$22,000 as a result of efforts to contain costs.

General and Administrative. General and administrative expense for the three months ended March 31, 2010 was \$645,000 compared to \$476,000 in the same period in 2009. The \$169,000, or 36%, increase is due to a number of factors. First, professional fees increased by \$135,000 principally due to increased corporate legal costs relating to the resale and registration of our securities. Overhead costs increased by \$64,000 principally resulting from an increase in liability insurance premium costs. These increases were offset in part by a \$30,000 decrease in stock compensation following a decline in our stock price in the first quarter of 2010.

Gain on Derivative Warrants. Effective January 1, 2009, we adopted the guidance of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC), Topic 815-40, *Derivatives and Hedging* and, as a result, we recorded a gain on derivative warrants of \$7,897,000 and \$412,000 during the three months ended March 31, 2010 and 2009, respectively. This amount represents the decrease in fair value, during the respective periods, of outstanding warrants which contain “down-round” anti-dilution provisions whereby the number of shares for which the options are exercisable and/or the exercise price of the warrants is subject to change in the event of certain issuances of stock at prices below the then-effective exercise prices of the warrants. The large decrease in value of the liability during the three months ended March 31, 2010 is a result of the significant drop in our stock price following the announcement of negative Phase 3 Trial results on February 24, 2010. This gain is not taxable; accordingly, no tax provision has been recorded.

Preferred Stock Dividends. During the three months ended March 31, 2010, we accrued \$657,000 in dividends with respect to our Series C and E preferred stock. During the three months ended March 31, 2009, we accrued \$768,000 in dividends with respect to our Series C, D and E preferred stock. On February 11, 2009, all shares of Series D preferred stock and accrued dividends thereon totaling \$1,597,000 (including \$202,000 that accrued during 2009 prior to the exchange) were exchanged for approximately 445.5 shares of Series E preferred stock. During the three months ended March 31, 2009, we also recorded deemed dividends on preferred stock totaling \$714,000. This amount was recorded in connection with the financing that occurred in February 2009 and represents the value attributed to the modification of certain warrants less the net adjustment required to record the newly issued shares of Series E preferred stock at fair value.

Liquidity and Capital Resources

We have financed our operations since inception through the sale of securities and the issuance of debt (which was subsequently paid off or converted into equity). As of March 31, 2010, we had \$5,612,000 in cash and equivalents.

During the three months ended March 31, 2010, approximately \$3,315,000 in cash was used in operations. We reported \$5,350,000 in net income. However, this included the following non-cash items: a \$7,897,000 gain on derivative warrants, a \$97,000 credit recorded for stock-based compensation and \$27,000 in depreciation and amortization expense. After adjustment for these non-cash items, we used \$642,000 in cash for payment of accounts payable and accrued liabilities. Other changes in working capital used cash of \$56,000.

During the three months ended March 31, 2010, we received \$157,000 upon the exercise of stock options.

On February 24, 2010, we announced that our Phase 3 clinical trial for NOV-002 in NSCLC (the “Phase 3 Trial”) did not meet its primary endpoint of a statistically significant increase in median overall survival. On March 18, 2010, we announced that the secondary endpoints had also not been met in the Phase 3 Trial and that we had discontinued development of NOV-002 for NSCLC in combination with first-line paclitaxel and carboplatin chemotherapy.

We are continuing development of NOV-002 in cancer indications other than NSCLC, continuing development of NOV-205 in hepatitis and are seeking to expand our product pipeline by acquiring or licensing clinical stage compounds or technologies for oncology indications. We expect that these activities, together with general and administrative costs, will result in continuing operating losses for the foreseeable future. We believe that we have adequate cash to fund these ongoing activities into early in the first quarter of 2011. Our ability to execute our operating plan beyond early in the first quarter of 2011 is dependent on our ability to obtain additional capital, during 2010, principally through the sale of equity and/or debt securities. The negative outcome of the Phase 3 Trial, as well as continuing difficult conditions in the capital markets globally, may adversely affect our ability to obtain funding in a timely manner. If we are unable to obtain sufficient additional funding, we will be required, beginning in mid- to late-2010, to scale back our administrative and clinical development activities and may be required to cease our operations entirely. We plan to continue to actively pursue financing alternatives, but there can be no assurance that we will obtain the necessary capital. In the interim, we are continuously evaluating measures to reduce our costs to preserve existing capital.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of March 31, 2010. Disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, are controls and procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our management, including our principal executive and financial officers, to allow timely decisions regarding required disclosures.

Based on the evaluation of our disclosure controls and procedures as of March 31, 2010, our Chief Executive Officer and our Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were operating effectively.

Change in Internal Control over Financial Reporting

The Company's management, in connection with its evaluation of internal controls (with the participation of the Company's principal executive officer and principal financial officer), did not identify any change in internal control over the financial reporting process that occurred during the Company's first quarter of 2010 that would have materially affected, or would have been reasonably likely to materially affect, the Company's internal control over financial reporting.

Limitations on Effectiveness of Controls

In designing and evaluating our disclosure controls and procedures, our management recognizes that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system are met. In addition, the design of any control system is based in part on certain assumptions about the likelihood of future events. Because of these and other inherent limitations of control systems, there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

A purported class action complaint was filed on March 5, 2010 in the United States District Court for the District of Massachusetts by an alleged shareholder on behalf of himself and all others who purchased or otherwise acquired our common stock in the period between December 14, 2009 and February 24, 2010, against Novelos and our President and Chief Executive Officer, Harry S. Palmin. On April 7, 2010, Novelos and Mr. Palmin filed a motion for an order to establish that their response to the complaint will not be due until some time after the court appoints a lead plaintiff and affords the lead plaintiff an opportunity to file a consolidated and amended complaint. On May 4, 2010, motions were filed on behalf of three different individuals or groups, each seeking to be appointed lead plaintiff. The court is expected to rule on those motions and appoint a lead plaintiff by June 2, 2010. The complaint claims that we violated Section 10(b) of the Securities Exchange Act of 1934, as amended, and Rule 10b-5 promulgated thereunder in connection with alleged disclosures related to the Phase 3 clinical trial for NOV-002 in non-small cell lung cancer (“NSCLC”) (the “Phase 3 Trial”). We believe the allegations are without merit and intend to defend vigorously against the allegations.

Item 1A. Risk Factors

We will require additional capital to continue operations beyond early in the first quarter of 2011.

On February 24, 2010, we announced that our Phase 3 Trial did not meet its primary endpoint of a statistically significant increase in median overall survival. On March 18, 2010, we announced that the secondary endpoints had not been met in the Phase 3 Trial and that we had discontinued development of NOV-002 for NSCLC in combination with first-line paclitaxel and carboplatin chemotherapy. We are continuing development of NOV-002 in cancer indications other than NSCLC, continuing development of NOV-205 in hepatitis and are seeking to expand our product pipeline by acquiring or licensing clinical stage compounds or technologies for oncology indications. We expect that these activities, together with general and administrative costs, will result in continuing operating losses for the foreseeable future.

We believe that we have adequate cash to fund these ongoing activities into early in the first quarter of 2011. Our ability to execute our operating plan beyond early in the first quarter of 2011 is dependent on our ability to obtain additional capital, during 2010, principally through the sale of equity and/or debt securities. The negative outcome of the Phase 3 Trial, as well as continuing difficult conditions in the capital markets globally, may adversely affect our ability to obtain funding in a timely manner. If we are unable to obtain sufficient additional funding, we will be required, beginning in mid- to late-2010, to scale back our administrative and clinical development activities and may be required to cease our operations entirely. We plan to actively pursue financing alternatives during 2010, but there can be no assurance that we will obtain the necessary capital. In the interim, we are continuously evaluating measures to reduce our costs to preserve existing capital.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

From January 1, 2010 through March 31, 2010:

- We issued 11,745,779 shares of our common stock upon conversion of approximately 140 shares of our Series E preferred stock, having an aggregate stated value of approximately \$7,000,000, and accumulated undeclared dividends thereon.
- We issued 7,191,132 shares of our common stock upon the cashless exercise of warrants to purchase 11,865,381 shares of common stock. The warrants had an expiration date of December 31, 2015 and an exercise price of \$0.65 per share.
- We issued 226,544 shares of our common stock upon the cashless exercise of warrants to purchase 317,350 shares of common stock. The warrants had an expiration date of August 9, 2010 and an exercise price of \$0.65 per share.

- We issued 35,106 shares of our common stock upon the cashless exercise of warrants to purchase 75,000 shares of common stock. The warrants had an expiration date of May 2, 2012 and an exercise price of \$1.25 per share.
- We issued 366,492 shares of our common stock upon the cashless exercise of warrants to purchase 991,516 shares of common stock. The warrants had an expiration date of March 7, 2011 and an exercise price of \$1.72 per share.
- We issued 47,902 shares of our common stock upon the cashless exercise of warrants to purchase 83,333 shares of common stock. The warrants had an expiration date of May 2, 2012 and an exercise price of \$1.25 per share.
- We issued 314,982 shares of our common stock upon the cashless exercise of warrants to purchase 400,000 shares of common stock. The warrants had an expiration date of April 1, 2010 and an exercise price of \$0.625 per share.

Item 3. Defaults Upon Senior Securities

None.

Item 5. Other Information

On May 14, 2010, we entered into retention agreements with each of our four vice-president executive officers. The agreements provide for the lump-sum payment of six months' base salary and benefits to each officer following a termination without cause or a resignation with good reason occurring on or before November 14, 2011. The agreements further provide that if the executives remain employed with us as of October 1, 2010, they will receive a payment of two months' base salary as a retention bonus on that date. The amount paid as a retention bonus will be deducted from the severance amounts that may become payable upon a subsequent involuntary termination. The agreements expire November 14, 2011. The total amounts that may become payable to the named executive officers pursuant to the retention agreements are approximately \$132,000 to Christopher Pazoles and \$129,000 to Elias Nyberg. Concurrently with the execution of the retention agreements, the employment agreement between us and Christopher Pazoles dated July 15, 2005 was terminated. The employment agreement between us and Harry S. Palmin, the Company's chief executive officer, remains unchanged.

On May 14, 2010, we entered into retention agreements with each of our three non-executive employees. The agreements provide for the lump-sum payment of six months' base salary and benefits to each employee following a termination without cause or a resignation with good reason occurring on or before November 14, 2011. The agreements expire November 14, 2011.

Item 6. Exhibits

Exhibit No.	Description	Filed with this Form 10-Q	Incorporated by Reference		Exhibit No.
			Form	Filing Date	
2.1	Agreement and plan of merger among Common Horizons, Inc., Nove Acquisition, Inc. and Novelos Therapeutics, Inc. dated May 26, 2005		8-K	June 2, 2005	99.2
2.2	Agreement and plan of merger between Common Horizons and Novelos Therapeutics, Inc. dated June 7, 2005		10-QSB	August 15, 2005	2.2
3.1	Amended and Restated Certificate of Incorporation filed as Exhibit A to the Certificate of Merger merging Nove Acquisition, Inc. with and into Novelos Therapeutics, Inc. dated May 26, 2005		10-QSB	August 10, 2007	3.1
3.2	Certificate of Merger merging Common Horizons, Inc. with and into Novelos Therapeutics, Inc. dated June 13, 2005		10-QSB	August 10, 2007	3.2
3.3	Certificate of Correction dated March 3, 2006		10-QSB	August 10, 2007	3.3
3.4	Certificate of Amendment to Amended and Restated Certificate of Incorporation dated July 16, 2007		10-QSB	August 10, 2007	3.4
3.5	Certificate of Designations of Series C cumulative convertible preferred stock		10-QSB	August 10, 2007	3.6
3.6	Certificate of Designations of Series E convertible preferred stock		8-K	February 18, 2009	4.1
3.7	Certificate of Amendment to Amended and Restated Certificate of Incorporation dated November 3, 2009		10-Q	November 16, 2009	3.7
3.8	Amended and Restated By-Laws		8-K	August 26, 2009	3.1
10.1	Summary of Phase 3 Clinical Trial Bonus Plan adopted on December 8, 2009		S-1/A	January 26, 2010	10.46
10.2	Consent and Amendment Agreement dated January 21, 2010		S-1/A	January 26, 2010	10.47
10.3	Form of Executive Retention Agreement dated May 14, 2010	X			
10.4	Letter dated May 14, 2010 terminating Employment Agreement dated July 15, 2005 between the Company and Christopher J. Pazoles	X			
31.1	Certification of the chief executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X			
31.2	Certification of the chief financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X			
32.1	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X			

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NOVELOS THERAPEUTICS, INC.

Date: May 17, 2010

By: /s/ Harry S. Palmin

Harry S. Palmin
President and Chief Executive Officer

EXHIBIT INDEX

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EXECUTIVE RETENTION AGREEMENT

This AGREEMENT is made as of May 14, 2010 (the "Effective Date"), by and between Novelos Therapeutics, Inc., a Delaware corporation (the "Company"), with its principal offices located at One Gateway Center, Suite 504, Newton, Massachusetts 02458, and _____ (the "Employee"), an individual residing at _____.

WITNESSETH

WHEREAS, the Employee has been employed by the Company since _____ and currently serves in the capacity of _____
;

WHEREAS, the Employee has performed his or her duties in a capable and efficient manner, resulting in substantial growth and progress to the Company;

WHEREAS, the Company desires to retain the services of the Employee; and

WHEREAS, the Company and the Employee desire to set forth the terms and conditions on which, from and after the Effective Date, the Employee is willing to continue in the employ of the Company if the Company will agree to pay to the Employee certain amounts, in accordance with the provisions and conditions hereinafter set forth, if the Employee's service with the Company is terminated by the Company without Cause (as defined below) or by the Employee with Good Reason (as defined below) during the eighteen (18) month period following the Effective Date (the "Term");

NOW THEREFORE, in consideration of the mutual covenants contained herein, the Company and the Employee agree as follows:

1. Severance

1.1. Retention Payment. On October 1, 2010 (the "Retention Measurement Date"), if the Employee is actively employed by the Company as of such date, the Company will pay to the Employee a lump sum retention payment in an aggregate amount equal to two (2) months' salary in effect as of the Effective Date (the "Retention Payment"). The Retention Payment shall be payable not later than the tenth day following the Retention Measurement Date.

1.2. Severance Benefit. Upon termination of the Employee's employment by the Company without Cause or by the Employee for Good Reason during the Term and so long as the Employee is actively employed by the Company at the time of such termination, the Company will pay to the Employee a lump sum severance payment in an aggregate amount (the "Severance Amount") equal to the sum of (a) six (6) months' salary in effect at the Effective Date plus (b) six (6) months' payments for the Employee's continuation of group health and dental benefits in effect at the time of such termination pursuant to COBRA under the Company's health and dental plans; *provided, however*, that in the event the Employee shall have received a Retention Payment pursuant to Section 1.1 hereof at the time of such termination, then the Severance Amount payable to the Employee pursuant to this Section 1.2 shall be reduced by an amount equal to the amount of the Retention Payment. The Severance Amount shall be payable not later than the tenth day following such termination upon delivery to the Company of a release of any and all claims against the Company, its officers, directors, stockholders, employees and agents in form reasonably satisfactory to the Company.

1.3. Unavailability of Benefit. Other than benefits payable pursuant to Section 1.1 hereof, no benefits will be paid under this Agreement (a) if the Employee is employed by the Company as of the date that is eighteen (18) months after the Effective Date (the "Termination Date") or (b) in the event of termination of the Employee's employment by the Company for Cause or by the Employee without Good Reason.

1.4. Cause. For purposes of this Agreement, termination for "Cause" shall mean any of the following:

- (a) gross neglect of duties for which employed (*other than* on account of a medically determinable disability which renders the Employee incapable of performing such services);
- (b) use of alcohol materially interfering with the performance of the Employee's duties or use of illegal drugs;
- (c) commission of any act constituting sexual or any other form of illegal harassment, discrimination or retaliation;
- (d) commission of any fraud, misappropriation or embezzlement in the performance of the Employee's duties;
- (e) conviction or guilty or nolo plea of a felony or misdemeanor involving moral turpitude, dishonesty, theft, unethical or unlawful conduct; or
- (f) willful action or failure to take action which is materially injurious to the Company.

1.5. Good Reason. For purposes of this Agreement, the term "Good Reason" shall mean any of the following:

- (a) reduction of the Employee's annual base salary; or
- (b) relocation of the Employee's principal place of employment to a location beyond 50 miles of Newton, Massachusetts.

2. Miscellaneous.

2.1. Term and Termination. The term of this Agreement shall commence on the Effective Date and shall continue until the earliest to occur of (a) the payment of all Severance Amounts payable hereunder, (b) the Termination Date, and (c) termination by the parties' mutual written agreement.

2.2. Independence of Agreement. The benefits under this Agreement will be independent of, and in addition to, any other Agreement that may exist from time to time between the parties hereto, or any other compensation payable by the Company to the Employee, whether as salary, bonus or otherwise. This Agreement shall not be deemed to constitute a contract of employment between the parties hereto, nor will any provision hereof restrict the right of the Company to discharge the Employee, or restrict the right of the Employee to resign his or her employment.

2.3. Definition of “Person”. For purposes of this Agreement, the term “Person” shall mean an individual, a corporation, an association, a partnership, an estate, a trust and any other entity or organization.

2.4. Withholding. All payments made by the Company under this Agreement shall be net of any tax or other amounts required to be withheld by the Company under applicable law.

2.5. Assignment; Successors and Assigns, etc. Neither the Company nor the Employee may make any assignment of this Agreement or any interest herein, by operation of law or otherwise, without the prior written consent of the other party and without such consent any attempted transfer or assignment shall be null and of no effect; *provided, however*, that the Company may assign its rights under this Agreement without the consent of the Employee in the event either Company shall hereafter effect a reorganization, consolidate with or merge into any other Person, or transfer all or substantially all of its properties or assets to any other Person. This Agreement shall inure to the benefit of and be binding upon the Company and the Employee, and their respective successors, executors, administrators, heirs and permitted assigns. In the event of the Employee’s death prior to the completion by the Company of all payments due him or her under this Agreement, the Company shall continue such payments to the Employee’s beneficiary designated in writing to the Company prior to his or her death (or to his or her estate, if he or she fails to make such designation).

2.6. Enforceability. If any portion or provision of this Agreement shall to any extent be declared illegal or unenforceable by a court of competent jurisdiction, then the remainder of this Agreement, or the application of such portion or provision in circumstances other than those as to which it is so declared illegal or unenforceable, shall not be affected thereby, and each portion and provision of this Agreement shall be valid and enforceable to the fullest extent permitted by law.

2.7. Waiver. No waiver of any provision hereof shall be effective unless made in writing and signed by the waiving party. The failure of any party to require the performance of any term or obligation of this Agreement, or the waiver by any party of any breach of this Agreement, shall not prevent any subsequent enforcement of such term or obligation or be deemed a waiver of any subsequent breach.

2.8. Notices. Any notices, requests, demands and other communications provided for by this Agreement shall be sufficient if in writing and delivered in person or sent by certified mail, postage prepaid, to the Company or the Employee at the respective address identified above or such other address as either party may designate in writing by notice to the other.

2.9. Amendment. This Agreement may be amended or modified only by a written instrument signed by the Employee and by a duly authorized representative of the Company.

2.10. Counterparts; Facsimile Signatures. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument, and in pleading or proving any provision of this Agreement it shall not be necessary to produce more than one such counterpart. A signature sent by telecopy or facsimile transmission shall be as valid and binding upon a party as an original signature of such party.

2.11. Governing Law. This is a Massachusetts contract and shall be construed under and be governed in all respects by the laws of The Commonwealth of Massachusetts.

IN WITNESS WHEREOF, this Agreement has been executed by the Company, by its duly authorized officer, and by the Employee, as of the date first above written.

NOVELOS THERAPEUTICS, INC.

By: _____
Name: Harry S. Palmin
Title: Chief Executive Officer

EMPLOYEE:

Name:
Title:

May 14, 2010

Christopher J. Pazoles, Ph.D.
4 Elizabeth Drive
Westborough, MA 01581

Re: Employment Agreement

Dear Chris:

In connection with the entry between us of an Executive Retention Agreement, the Employment Agreement dated as of July 15, 2005 between you and the Company, as amended, is hereby terminated. As a result of such termination, effective immediately, your employment by the Company shall be "at will".

Sincerely,

Novelos Therapeutics, Inc.

By: /s/ Harry S. Palmin
Harry S. Palmin
President and Chief Executive Officer

Accepted and agreed to as
of the date first written above:

/s/ Christopher J. Pazoles

Christopher J. Pazoles

I, HARRY S. PALMIN, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Novelos Therapeutics, Inc., a Delaware Corporation;
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this 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 report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 17, 2010

/s/ Harry S. Palmin

Harry S. Palmin

President and Chief Executive Officer (Principal Executive Officer)

I, JOANNE M. PROTANO, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Novelos Therapeutics, Inc., a Delaware Corporation;
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this 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 report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 17, 2010

/s/ Joanne M. Protano

Joanne M. Protano

Chief Financial Officer (Principal Financial and Accounting Officer)

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

In connection with the Quarterly Report on Form 10-Q of Novelos Therapeutics, Inc. (the "Company") for the quarter ended March 31, 2010, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, Harry S. Palmin, President and Chief Executive Officer of the Company, and Joanne M. Protano, Vice President, Chief Financial Officer and Treasurer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to our knowledge, that:

- 1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Harry S. Palmin

Harry S. Palmin
President, Chief Executive Officer (Principal Executive Officer)

Date: May 17, 2010

/s/ Joanne M. Protano

Joanne M. Protano
Chief Financial Officer (Principal Financial and Accounting Officer)

Date: May 17, 2010
