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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 8, 2010

Marshall Edwards, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

000-50484
(Commission File Number)

51-0407811
(I.R.S. Employer Identification No.)

11975 El Camino Real, Suite 101, San Diego, CA 92130
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: 858-792-6300

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (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))
-
-

Item 2.02 Results of Operations and Financial Condition.

As previously announced, Marshall Edwards, Inc. (the "Company"), an oncology company focused on the clinical development of novel anti-cancer therapeutics, will conduct a conference call on September 8, 2010 to present an update on the Company and its lead programs, along with an overview of the Company's fourth quarter and fiscal year end 2010 results.

A copy of the press release announcing the conference call, including instructions for accessing the call, is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 8.01 Other Events.

On September 8, 2010, the Company issued a press release announcing that the Company has reached an agreement in principle with Novogen Limited to acquire Novogen's entire isoflavone-based small molecule intellectual property portfolio in a stock-based transaction.

A copy of the press release is attached hereto as Exhibit 99.2 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Marshall Edwards, Inc. dated August 31, 2010
99.2	Press Release issued by Marshall Edwards, Inc. dated September 8, 2010

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.

MARSHALL EDWARDS, INC.

By: /s/ Daniel P. Gold

Daniel P. Gold

Chief Executive Officer and President

Dated: September 8, 2010

Index to Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Marshall Edwards, Inc. dated August 31, 2010
99.2	Press Release issued by Marshall Edwards, Inc. dated September 8, 2010

Marshall Edwards to Host Conference Call on September 8, 2010

San Diego — August 31, 2010 — Marshall Edwards, Inc. (NASDAQ: MSHL), an oncology company focused on the clinical development of novel anti-cancer therapeutics, announced today that the Company's management team will host a conference call with simultaneous webcast on Wednesday, September 8, 2010 beginning at 5:00 p.m. EDT. Daniel P. Gold, Ph.D., President and Chief Executive Officer, will present an update on Marshall Edwards and its lead programs, and Thomas M. Zech, Chief Financial Officer, will provide an overview of the Company's fourth quarter and fiscal year end 2010 financial results.

Conference Call and Webcast Information

To access the live call, please dial 866-543-6403 (domestic) or 617-213-8896 (international), passcode 35432389. A replay of the call will be available approximately two hours after the conclusion of the call and archived until September 15, 2010. To access the replay, please dial 888-286-8010 (domestic) or 617-801-6888 (international), passcode 43421051. The conference call will also be webcast live and can be accessed at www.marshalledwardsinc.com. Please connect several minutes prior to the start of the webcast to ensure adequate time for any software downloads that may be required.

About Marshall Edwards, Inc.

Marshall Edwards, Inc. (NASDAQ: MSHL) is a San Diego-based oncology company focused on the clinical development of novel anti-cancer therapeutics. These derive from an investigational isoflavone technology platform, which has generated a number of novel compounds characterized by direct targeting of tumor metabolism. Specifically, these compounds are believed to target an enzyme present in the cell membrane of cancer cells, thereby inhibiting the production of pro-survival proteins within the cell. Marshall Edwards has licensed rights from Novogen Limited (ASX: NRT; NASDAQ: NVGN) for oncology drug candidates Phenoxodiol, Triphendiol, NV-143 and NV-128. For more information, please visit www.marshalledwardsinc.com.

MARSHALL EDWARDS, INC.



CONTACT: Pete De Spain
Sr. Director, Investor Relations &
Corporate Communications
(858) 792-3729
pete.despain@marshalledwardsinc.com

**MARSHALL EDWARDS REACHES AGREEMENT IN PRINCIPLE TO ACQUIRE
INTELLECTUAL PROPERTY PORTFOLIO FROM NOVOGEN**

San Diego – September 8, 2010 – Marshall Edwards, Inc. (Nasdaq: MSHL), an oncology company focused on the clinical development of novel anti-cancer therapeutics, announced today that it has reached an agreement in principle with Novogen Limited (ASX: NRT; NASDAQ: NVGN) to acquire Novogen's entire isoflavone-related intellectual property portfolio in a stock-based transaction. Specific terms of the proposed agreement were not disclosed.

"We believe this is another important milestone for Marshall Edwards," said Daniel P. Gold, Ph.D., President and Chief Executive Officer. "The proposed transaction would enable us to maximize the value of the assets we already have under development as well as explore other potential product candidates within the portfolio."

Marshall Edwards currently has licensed rights from Novogen for oncology drug candidates Phenoxodiol, Triphendiol, NV-143 and NV-128.

The agreement in principle was negotiated by an independent subcommittee of the Board of Directors of both companies. The closing of the transaction is subject to, among other things, due diligence, the execution of a definitive agreement, an independent fairness opinion and shareholder approvals.

About Marshall Edwards

Marshall Edwards, Inc. (NASDAQ: MSHL) is a San Diego-based oncology company focused on the clinical development of novel anti-cancer therapeutics. These derive from an investigational isoflavone technology platform, which has generated a number of novel compounds with anti-proliferative tumor activity. Specifically these compounds are believed to interact with specific enzyme targets resulting in an inhibition of tumor cell metabolism. The Company's oncology drug candidates include Triphendiol, NV-143 and NV-128. For more information, please visit www.marshalledwardsinc.com.

Under U.S. law, a new drug cannot be marketed until it has been investigated in clinical trials and approved by the FDA as being safe and effective for the intended use. Statements included in this press release that are not historical in nature are “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. You should be aware that our actual results could differ materially from those contained in the forward-looking statements, which are based on management’s current expectations and are subject to a number of risks and uncertainties, including, but not limited to, our failure to successfully commercialize our product candidates; costs and delays in the development and/or FDA approval, or the failure to obtain such approval, of our product candidates; uncertainties or differences in interpretation in clinical trial results; our inability to maintain or enter into, and the risks resulting from our dependence upon, collaboration or contractual arrangements necessary for the development, manufacture, commercialization, marketing, sales and distribution of any products; competitive factors; our inability to protect our patents or proprietary rights and obtain necessary rights to third party patents and intellectual property to operate our business; our inability to operate our business without infringing the patents and proprietary rights of others; general economic conditions; the failure of any products to gain market acceptance; our inability to obtain any additional required financing; technological changes; government regulation; changes in industry practice; and one-time events. We do not intend to update any of these factors or to publicly announce the results of any revisions to these forward-looking statements.

###