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

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**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): February 5, 2010**

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**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.)

**140 Wicks Road, North Ryde, NSW, 2113 Australia**  
(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (011) 61 2 8877-6196**

**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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Effective February 5, 2010, Christopher Naughton resigned from the Board of Directors of Marshall Edwards, Inc.

A copy of the press release announcing Christopher Naughton's resignation is attached here to as Exhibit 99.1.

**Item 8.01 Other Events.**

**Proposed Reverse Stock Split; Special Meeting of Stockholders**

On February 9, 2010, Marshall Edwards, Inc. (the "Company") issued a press release announcing that its Board of Directors has approved a reverse stock split of its common stock at the 1-for-10 reverse split ratio. The reverse stock split would be effected, subject to stockholder approval, pursuant to an amendment to the Company's Restated Certificate of Incorporation. The Company intends to seek stockholder approval of the amendment at a special meeting of stockholders anticipated to be held in March 2010.

The reverse stock split is intended to increase the per share trading price of the Company's common stock, and make it more attractive to a broader range of institutional investors and enable the Company to regain compliance with the Nasdaq Stock Market ("Nasdaq") minimum share price criteria for continued listing which, as previously announced by the Company, it is required to do by March 15, 2010 or be subject to trading suspension and delisting.

No fractional shares will be issued in connection with the reverse stock. Stockholders who would otherwise hold fractional shares as a result of the reverse stock split will be entitled to receive cash in lieu of such fractional shares.

The Company plans to file with the SEC and make available to its stockholders a proxy statement on Schedule 14A in connection with the special meeting, and advises stockholders to read the proxy statement relating to the special meeting when it becomes available because it will contain important information. Stockholders may obtain a free copy of the proxy statement and other documents (when available) that the company files with the SEC at the SEC's website at [www.sec.gov](http://www.sec.gov). When filed, the proxy statement and these other documents may also be obtained for free from the Company by directing a request to Marshall Edwards, Inc., 140 Wicks Road, North Ryde, New South Wales, 2113 Australia, Attention: Company Secretary.

The Company's Board of Directors has preliminarily set February 24, 2010 as the record date for stockholders entitled to receive a proxy statement and vote at the special meeting. The proxy statement is subject to SEC review. The Company currently plans to complete the reverse stock in March 2010. While the Company intends to effect the reverse stock split as soon as practicable, subject to market and other customary conditions (including SEC approval), there can be no assurances that the reverse stock split will be consummated or that it will achieve its intended effects, including those described above in this Form 8-K. The Company reserves the right, in its discretion, to abandon the reverse stock split at any time prior to filing the applicable charter amendment with the Delaware Secretary of State.

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

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated February 8, 2010
99.2	Press Release dated February 9, 2010

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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/ David R. Seaton

David R. Seaton

Acting Chief Executive Officer and Chief Financial Officer

Dated: February 9, 2010

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<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated February 8, 2010
99.2	Press Release dated February 9, 2010

MARSHALL EDWARDS, INC.



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**MEDIA RELEASE**

**Monday February 8, 2010**

**Marshall Edwards, Inc. announces resignation of Christopher Naughton from Board of Directors**

Sydney, Australia — February 8, 2010 — Marshall Edwards, Inc. (NASDAQ: MSHL) announced that Christopher Naughton had resigned as a member of the Board of Directors effective February 5, 2010. The Board of Directors intends to fill the vacancy created by Mr. Naughton's resignation. As a result of Mr. Naughton's resignation, the size of the Board of Directors has decreased from five to four members.

**About Marshall Edwards**

Marshall Edwards, Inc. (NASDAQ: MSHL) is a specialist oncology company focused on the clinical development of novel anti-cancer therapeutics. These derive from a flavonoid technology platform, which has generated a number of novel compounds characterized by broad ranging activity against a range of cancer cell types with few side effects. The combination of anti-tumor cell activity and low toxicity is believed to be a result of the ability of these compounds 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, Inc. has licensed rights from Novogen Limited (ASX NRT NASDAQ: NVGN) to bring four oncology drugs — phenoxodiol, triphendiol, NV-143 and NV-128 — to market globally.

Marshall Edwards, Inc. is majority owned by Novogen, an Australian biotechnology company that is specializing in the development of therapeutics based on a flavonoid technology platform. More information on phenoxodiol and on the Novogen group of companies can be found at [www.marshalledwardsinc.com](http://www.marshalledwardsinc.com) and [www.novogen.com](http://www.novogen.com).

**Forward Looking Statements**

*Under U.S. law, a new drug cannot be marketed until it has been investigated in clinical trials and approved by the U.S. Food and Drug Administration (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*

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*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 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.*



MARSHALL EDWARDS, INC.



## CONTACTS:

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FOR IMMEDIATE RELEASE

**MARSHALL EDWARDS, INC.'S ACTION INTENDED TO REGAIN COMPLIANCE  
WITH NASDAQ SHARE PRICE RULE, BENEFIT SHAREHOLDERS**

NEW CANAAN CT — February 9, 2010 — Marshall Edwards, Inc. (NASDAQ: MSHL), a specialist oncology company focusing on the clinical development of novel anti-cancer therapeutics, announced that its Board of Directors has approved a reverse stock split of the company's common stock. The Board's decision is intended to ensure that Marshall Edwards is in full compliance with Nasdaq's listing rules. The reverse stock split is subject to stockholder approval.

As previously announced, Marshall Edwards has until March 15, 2010, six months after it was notified by Nasdaq that it was no longer in compliance with Nasdaq's share price listing standard, to regain compliance with such standard. Per Nasdaq rules, Marshall Edwards will be in compliance with the share price listing rule if at any time during the six month cure period it has at least a \$1.00 share price and has maintained at least a \$1.00 average closing share price over 10 consecutive trading days. Prior to that time, Marshall Edwards' common stock continues to be listed on Nasdaq and trades as usual. Marshall Edwards is in compliance with all other Nasdaq listing rules.

Marshall Edwards said it believes a reverse stock split would also benefit stockholders because a higher price will make Marshall Edwards common stock more attractive to a broader range of institutional and other investors.

Once stockholders approve the split, Marshall Edwards' Board intends to complete the reverse stock split ratio of 1-for-10 so that 10 shares of issued and outstanding common stock will convert into one share of common stock. The price of each common share would increase by the same ratio so that a stockholder would have fewer but higher priced shares, keeping the total investment the same when the market opens on the date a split becomes effective. A reverse stock split would not have any impact on the voting and other rights of stockholders. Marshall Edwards said a reverse stock split will have no impact on its business operations.

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Marshall Edwards plans to hold a special meeting of stockholders and complete the reverse stock split in March 2010. The time, date, location and other details regarding the special meeting will be communicated to stockholders at a later date via proxy material which will be filed with, and subject to the review by the Securities and Exchange Commission (SEC). Marshall Edwards' Board has preliminarily set February 24, 2010 as the record date for stockholders entitled to receive a proxy statement and vote at the special meeting.

Marshall Edwards encourages stockholders to read the proxy statement relating to the special meeting when it becomes available because it will contain important information. Stockholders may obtain a free copy of the proxy statement and other documents (when available) that Marshall Edwards files with the SEC at the SEC's website at [www.sec.gov](http://www.sec.gov). When filed, the proxy statement and these other documents may also be obtained for free from the Marshall Edwards by directing a request to Marshall Edwards, Inc., 140 Wicks Road, North Ryde, New South Wales 2113, Australia, Attention: Company Secretary.

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Marshall Edwards is majority owned by Novogen Limited, an Australian biotechnology company that is specializing in the development of therapeutics based on a flavonoid technology platform. Novogen is developing a range of therapeutics across the fields of oncology, cardiovascular disease and inflammatory diseases. More information on phenoxodiol and on the Novogen group of companies can be found at [www.marshalledwardsinc.com](http://www.marshalledwardsinc.com) and [www.novogen.com](http://www.novogen.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 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.*