

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: November 3, 2009
(Date of earliest event reported)

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

Delaware

(State or other jurisdiction
of incorporation)

333-119366

(Commission
File Number)

04-3321804

(IRS Employer
Identification Number)

**One Gateway Center, Suite 504
Newton, MA 02458**

(Address of principal executive offices)

(617) 244-1616

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT
ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS
ITEM 8.01 OTHER EVENTS

On November 3, 2009, we held a special meeting in lieu of annual meeting of stockholders. At the meeting, our stockholders approved an amendment to our certificate of incorporation to increase the total number of authorized shares of our common stock by 75 million shares, from 150 million to 225 million. Following the adjournment of the meeting, we filed the amendment with the Secretary of State of Delaware, and it went into effect on November 3, 2009.

In addition to the approval of the amendment of our certificate of incorporation as described above, our stockholders re-elected each incumbent member of our board of directors and approved an amendment to our 2006 Stock Incentive Plan to increase the shares of common stock authorized under the plan by 5 million shares, from 5 million to 10 million. The amendment to the 2006 Stock Incentive Plan became effective immediately upon its approval by our stockholders.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) *Exhibits*

Number	Title
3.1	Certificate of Amendment of the Amended and Restated Certificate of Incorporation of Novelos Therapeutics, Inc.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: November 4, 2009

NOVELOS THERAPEUTICS, INC.

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

EXHIBIT INDEX

Number	Title
3.1	Certificate of Amendment of the Amended and Restated Certificate of Incorporation of Novelos Therapeutics, Inc.

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

NOVELOS THERAPEUTICS, INC. (the “Corporation”), a corporation organized and existing under of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the board of directors of the Corporation (the “Board of Directors”), at a duly convened meeting of the Board of Directors, duly adopted a resolution declaring advisable the amendment of the Amended and Restated Certificate of Incorporation of the Corporation, and submitted the same to the stockholders of the Corporation for approval. The resolution setting forth the proposed amendments is as follows:

RESOLVED, that the first paragraph of Article FOURTH, be amended and restated in its entirety as follows:

“**Fourth.** The aggregate number of shares of stock that the Corporation shall have authority to issue is two hundred twenty-five million and seven thousand (225,007,000), of which two hundred twenty-five million (225,000,000) shares shall be designated “Common Stock” and seven thousand (7,000) shares shall be designated “Preferred Stock.” Shares of Common Stock and Preferred Stock shall have a par value of \$.00001 per share.”

The remainder of Article FOURTH shall remain unchanged.

SECOND: That the stockholders of the Corporation have duly approved the aforesaid amendment in accordance with the provisions of Sections 211 and 242 of the General Corporation Law of the State of Delaware.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the Company has caused this Certificate of Amendment to the Amended and Restated Certificate of Incorporation to be signed by Harry S. Palmin, its Chief Executive Officer and President, thereto duly authorized, this 3rd day of November, 2009.

NOVELOS THERAPEUTICS, INC.

By: /s/ Harry S. Palmin

Harry S. Palmin

Chief Executive Officer and President
