Pavco Pamela Form 3/A May 03, 2013

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person

A Pavco Pamela

(Last)

(First)

C/O RXI PHARMACEUTICALS

(Middle)

2. Date of Event Requiring Statement (Month/Day/Year) 03/01/2013

3. Issuer Name and Ticker or Trading Symbol RXi Pharmaceuticals Corp [RXII]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

03/01/2013

(Check all applicable)

CORPORATION, Â 1500 WEST PARK DRIVE, SUITE 210

(Street)

10% Owner Director _X__ Officer Other (give title below) (specify below)

Chief Development Officer

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One Reporting Person

WESTBOROUGH, MAÂ 01581

(State)

(City)

1. Title of Security (Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership

(I) (Instr. 5)

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

Form: (Instr. 5) Direct (D) or Indirect

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security 2. Date Exercisable and (Instr. 4)

Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. 5. Conversion or Exercise

6. Nature of Indirect Ownership Beneficial Form of Ownership

(Instr. 5)

(Instr. 4)

Title Amount or

Derivative Price of Derivative Security: Security Direct (D)

Expiration Date Exercisable Date

Number of

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			Shares	or Indirect (I) (Instr. 5)
Stock Option (right to buy)	(1)	05/04/2022 Common stock	16,742,743 \$ 0.13	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
Treporting of the Franco, Francosc	Director	10% Owner	Officer	Other
Pavco Pamela C/O RXI PHARMACEUTICALS CORPORATION 1500 WEST PARK DRIVE, SUITE 210 WESTBOROUGH, MA 01581	Â	Â	Chief Development Officer	Â

Signatures

/s/ Caitlin Kontulis,
attorney-in-fact

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- As of March 1, 2013, the option was exercisable as to 5,929,736 shares. As of May 3, 2013, the option was exercisable as to 6,627,352 shares. The remainder of the award will vest in 28 equal monthly installments of 348,808 shares beginning on May 24, 2013 with the last monthly installment of 348,767 shares on September 24, 2015.

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Remarks:

This amendment is filed to correct both the amount of the option currently exercisable and the ver Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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