

RXi Pharmaceuticals Corp
 Form 3/A
 May 03, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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)

<p>1. Name and Address of Reporting Person * ^ CAUWENBERGH GEERT (Last) (First) (Middle)</p> <p>C/O RXI PHARMACEUTICALS CORPORATION, ^ 1500 WEST PARK DRIVE, SUITE 210 (Street)</p> <p>WESTBOROUGH, ^ MA ^ 01581 (City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement (Month/Day/Year) 03/01/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol RXi Pharmaceuticals Corp [RXII]</p> <p>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President & CEO</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year) 03/01/2013</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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				Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Ⓐ (1)	06/08/2022	Common stock	34,155,195	\$ 0.085	D	Ⓐ

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAUWENBERGH GEERT C/O RXI PHARMACEUTICALS CORPORATION 1500 WEST PARK DRIVE, SUITE 210 WESTBOROUGH, MA 01581	Ⓐ X	Ⓐ	Ⓐ President & CEO	Ⓐ

Signatures

/s/ Caitlin Kontulis,
attorney-in-fact

05/03/2013

__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).
- (1) The options will vest in a one-quarter installment of 8,538,799 shares on April 27, 2013 and 35 equal monthly installments thereafter of 711,567 shares beginning on May 27, 2013 with the last monthly installment of 711,551 shares on April 27, 2016.

Ⓐ

Remarks:

This Ⓐ amendment Ⓐ is Ⓐ filed Ⓐ to Ⓐ correct Ⓐ the Ⓐ vesting Ⓐ terms Ⓐ of Ⓐ the Ⓐ stock Ⓐ option Ⓐ award.

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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