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REXAHN PHARMACEUTICALS, INC.
Form SC 13D
May 23, 2005

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Rexahn Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

761640 10 1

(CUSIP Number)

Dr. Chang H. Ahn
c/o Rexahn Pharmaceuticals, Inc.
9620 Medical Center Drive
Rockville, MD 20850
(240) 268-5300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 13, 2005

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rules 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the

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Notes).

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 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
 Dr. Chang H. Ahn Not Applicable

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
 (b)

 3 SEC USE ONLY

 4 SOURCE OF FUNDS
 00

 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEMS 2(d) or 2(e)

 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S.A.

 NUMBER OF 7 SOLE VOTING POWER
 13,500,000

SHARES

 BENEFICIALLY 8 SHARED VOTING POWER
 6,841,660 (1)

OWNED BY

 EACH 9 SOLE DISPOSITIVE POWER
 13,500,000

 REPORTING

PERSON

 WITH 10 SHARED DISPOSITIVE POWER
 500,000 (1)

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
19,841,660

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

Excludes 500,000 shares held by Dr. Ahn's wife, Inok Ahn, as to which shares Dr. Ahn disclaims beneficial ownership.

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
47.8%

14 TYPE OF REPORTING PERSON
IN

(1) Includes 500,000 shares held by Dr. Ahn's wife, Inok Ahn, as to which Dr. Ahn disclaims beneficial ownership.

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Item 1. Security and Issuer.

This statement relates to the common stock, par value \$0.0001 per share (the "Common Stock"), of Rexahn Pharmaceuticals, Inc., a Delaware corporation (the "Issuer"). The Issuer's principal executive office is located at 9620 Medical Center Drive, Rockville, MD 20850.

Item 2. Identity and Background.

This statement is being filed by Dr. Chang H. Ahn, a citizen of the United States. Dr. Ahn is the Chairman and Chief Executive Officer of the Issuer.

During the last five years, Dr. Ahn has not (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which Dr. Ahn was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

Dr. Ahn acquired beneficial ownership of 19,841,660 shares of Common Stock from the Issuer in connection with the Merger described in Item 4.

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Item 4. Purpose of Transaction.

The acquisition was made in connection with the Agreement and Plan of Merger dated as of January 20, 2005 (the "Merger Agreement") by and among Corporate Road Show.Com Inc., a New York corporation ("CPRD"), CRS Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of CPRD ("Merger Sub"), CRS Delaware, Inc., a Delaware corporation and wholly owned subsidiary of CPRD ("CRS Delaware"), and Rexahn, Corp, a Maryland corporation ("Rexahn"), pursuant to which, immediately after giving effect to a 1-for-100 reverse stock split and the reincorporation of CPRD as a Delaware corporation under the name "Rexahn Pharmaceuticals, Inc.", Merger Sub merged with and into Rexahn, with Rexahn as the surviving corporation (the "Surviving Company") and a wholly-owned subsidiary of CPRD (the "Merger"). In the Merger, each share of Rexahn common stock issued and outstanding prior to the Merger was converted into five shares of Common Stock. Immediately prior to the Merger, Dr. Ahn beneficially owned 2,700,000 shares of Rexahn common stock. Dr. Ahn is also the co-trustee of the Korean Rexahn Investors Voting Trust, which beneficially owns 6,341,660 shares of Common Stock, (the "Voting Trust") described under Item 6 below.

A copy of the Merger Agreement is incorporated herein by reference as Exhibit 1.

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Item 5. Interest in Securities of the Issuer.

(a) As of the date hereof, Dr. Ahn beneficially owns 19,841,660 shares of Common Stock, representing 47.8% of the outstanding Common Stock. This percentage is based upon the Issuer's statement as to the number of outstanding shares of Common Stock as set forth in its Current Report on Form 8-K, filed with the Securities and Exchange Commission on May 16, 2005.

(b) Dr. Ahn has the sole power to vote or to direct the vote, and dispose or direct the disposition, of 13,500,000 shares of Common Stock acquired by him. With respect to 6,341,660 shares of Common Stock, Dr. Ahn shares the power to vote or to direct the vote as a co-trustee with Young-Soon Park, the other co-trustee of the Korean Rexahn Investors Voting Trust. Dr. Park, a citizen of the Republic of Korea, is the Chairman of Onnuri Health Group and Onnuri Pharmaceutical Chain Co., Ltd., a chain of pharmacies whose principal executive office is located at 667-16 Yeuksam-dong Kangnam-gu, Seoul, Korea. Dr. Park is also a director of the Issuer. During the last five years, to the knowledge of Dr. Ahn, Dr. Park has not (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which Dr. Park was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Dr. Ahn also shares the power to vote or direct the vote, and dispose or direct the disposition of, 500,000 shares of Common Stock owned by his wife, Inok Ahn, as to which Dr. Ahn disclaims beneficial ownership.

(c) Except for the acquisition reported herein, Dr. Ahn has not effected any other transaction in the Common Stock within the past 60 days.

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(d) Any dividends in respect of shares of Common Stock held in the Voting Trust in shares of capital stock of the Issuer shall be deposited into the Voting Trust; however, the registered holders of the Voting Trust Certificates shall receive all other dividends directly from the Issuer. Any transfer or disposition of shares of Common Stock is subject to the Voting Trust.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Dr. Ahn is a co-trustee of the Voting Trust pursuant to the Korean Rexahn Investors Voting Trust Agreement dated as of July 2003, among Dr. Chang-Ho Ahn and Dr. Young-Soon Park, as trustees, the stockholders parties thereto and Rexahn. The Voting Trust holds 6,341,660 shares of Common Stock. As co-trustees, Dr. Ahn and Dr. Park have the exclusive unqualified right and power to exercise all of the voting rights and powers with respect to the shares of Common Stock which are subject to the Voting Trust. The Voting Trust holds shares of Common Stock on behalf of approximately sixty individual and institutional owners resident in Korea.

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Item 7. Material to be Filed as Exhibits.

- Exhibit 1. Agreement and Plan of Merger, dated as of January 20, 2005, by and among CPRD, Merger Sub, CRS Delaware and Rexahn is incorporated by reference to Exhibit 2.1 to CPRD's Current Report on Form 8-K filed on January 21, 2005.
- Exhibit 2. Korean Rexahn Investors Voting Trust Agreement dated as of July 2003, by and among Chang-Ho Ahn and Young-Soon Park, as trustees, the stockholders parties thereto and Rexahn.
- Exhibit 3. Power of Attorney dated May 16, 2005 is incorporated by reference to the Exhibit to the reporting person's Form 3 filed on May 17, 2005.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I hereby certify that the information set forth in this statement is true, complete and correct.

Dated: May 23, 2005

Chang H. Ahn

/s/ Ted T.H. Jeong

Ted T.H. Jeong as Attorney-in-Fact
for Chang H. Ahn