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HEMISPHERX BIOPHARMA INC

Form 8-K

June 24, 2004

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 (Date of earliest  
event reported) June 24,  
2004 (June 23, 2004)

HEMISPHERX BIOPHARMA, INC.  
(Exact name of registrant as specified in its charter)

Delaware 0-27072 52-0845822  
(state or other juris- (Commission (I.R.S. Employer  
diction of incorporation) File Number) (Identification No.)

1617 JFK Boulevard, Philadelphia, Pennsylvania 19103  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (215) 988-0080

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(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE

At the Company's Annual Meeting of Stockholders on June 23, 2004, stockholders approved the following:

Total shares voted: 25,978,921 out of 42,363,928 eligible to vote.

Election of Directors:

	For	Withheld
William A. Carter, M.D.	25,275,037	703,884
Richard C. Piani, Esq.	25,504,979	473,942
Ransom W. Etheridge, Esq.	25,513,939	464,982
William M. Mitchell. Ph.D., M.D.	25,513,547	465,374
Iraj-Eqbal Kiani, Ph.D.	25,513,547	465,374
Antoni Esteve, Ph.D.	25,517,307	461,614

Ratification of the selection of BDO Seidman, LLP, as independent auditors of the Company for the year ending December 31, 2004.

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For: 25,911,270 Against: 60,449 Abstain: 7,202

Approval of the issuance of 13,686,841 shares of common stock issuable upon exercise of certain warrants and upon conversion of certain outstanding debentures and debentures issuable upon exercise of certain rights to comply with AMEX Company Guide Section 713.

For: 6,493,369\* Against: 415,280 Abstain: 18,681 Broker nonvotes: 18,938,489

\* Excludes shares owned by the holders of the warrants, debentures and rights described in the proposal.

Approval of the Hemispherx 2004 Equity Incentive Plan.

For: 6,512,751 Against: 507,991 Abstain: 19,690 Broker nonvotes: 18,938,489

SIGNATURES

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.

HEMISPHERX BIOPHARMA, INC.

June 24, 2004

By: /s/ William A. Carter

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William A. Carter, M.D., President