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IMMTECH INTERNATIONAL INC
Form 10-Q/A
June 10, 2002

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

FORM 10-Q
(AMENDMENT NO. 1)

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 for the quarterly period ended December 31, 2001.

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 for the transition period from _____ to _____.

Commission file number: 000-25669

IMMTECH INTERNATIONAL, INC.

(Exact Name of Registrant as specified in its Charter)

Delaware

39-1523370

(State or other jurisdiction of
incorporation or organization)

(I. R. S. Employer
Identification No.)

150 Fairway Drive, Suite 150, Vernon Hills, Illinois 60061

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number: (847) 573-0033

Check whether the Registrant: (1) has filed all reports required to be filed by
Section 13 or 15(d) of the Securities Exchange Act of 1934 during the prior 12
months (or for such shorter period that the registrant was required to file such
reports), and (2) has been subject to such filing requirements for the past 90
days. Yes No

As of January 31, 2002, 6,005,371 shares of the Registrant's common stock, par
value \$0.01 ("Common Stock"), were outstanding.

INDEX

	Page No.

Item 6. Exhibits, and Reports on Form 8-K.....	3
SIGNATURES	4
Exhibit 10.2 Revised Redaction of License Agreement dated as of January 28, 2002, among the University of North Carolina at Chapel Hill, Auburn University, Duke University, Georgia State University Research Foundation, Inc. and Immtech International, Inc.	

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Item 6. Exhibits, and Reports on Form 8-K.

(a) Exhibits.

10.2 Revised Redaction of License Agreement dated as of January 28, 2002 among The University of North Carolina at Chapel Hill, Auburn University, Duke University, Georgia State University Research Foundation, Inc. and Immtech International, Inc. Portions of this exhibit have been omitted pursuant to a request for confidential treatment.(1)

(b) Reports On Form 8-K.

A Form 8-K was filed on February 14, 2002 under Item 5 with regard to the closing of the initial stage of the Regulation D and Regulation S Private Placements collectively resulting in the sale of 154,700 shares of Series A Convertible Preferred Stock and warrants to purchase 386,750 shares of Common Stock for gross proceeds of \$3,867,500.

No other applicable items.

- (1) Filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2001 and incorporated by reference.

-23-

SIGNATURES

Pursuant to the requirements of Section 13 and 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: June 10, 2002

IMMTECH INTERNATIONAL, INC.

By: /s/ T. Stephen Thompson

T. Stephen Thompson
President and Chief Executive Officer

Date: June 10, 2002

By: /s/ Gary C. Parks

Gary C. Parks
Treasurer, Secretary and
Chief Financial Officer
(Principal Financial and
Accounting Officer)

-24-