

NYMOX PHARMACEUTICAL CORP  
Form 20-F/A  
June 03, 2011

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**United States**  
**Securities and Exchange Commission**  
**Washington, D.C. 20549**

**Form 20-F/A**  
**Amendment No.1**

Registration Statement pursuant to section 12(b) or (g) of the Securities Exchange Act of 1934

or

Annual Report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2010

or

Transition Report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934

or

Shell Corporation Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of event requiring this Shell Corporation Report  
for the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-12033

**NYMOX PHARMACEUTICAL CORPORATION**

(Exact name of registrant as specified in its charter)

**Canada**

(Jurisdiction of incorporation or organization)

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9900 Cavendish Blvd., Suite 306  
St. Laurent, Quebec, Canada, H4M 2V2  
(Address of principal executive offices)

Contact person: Roy Wolvin

Tel. 800-936-9669, e-mail: rwolvin@nymox.com, fax: 514-332-2227

(name, telephone, e-mail and/or facsimile number and address of company contact person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class

Name of each exchange on which registered

Common Stock

The NASDAQ Stock Market LLC (NASDAQ Capital Market)

Securities registered or to be registered pursuant to Section 12(g) of the Act

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act

None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

32,573,856 shares as of December 31, 2010

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes [ ] No [ X ]

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Yes [ ] No [ X ]

Indicate by check mark 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 preceding 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 [ X ] No [ ]

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website; if any, every interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232-405 of this chapter) during the preceding twelve months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards   
as issued by the International Accounting Standards Board.

Other

If “Other” has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow:

Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell Company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

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**EXPLANATORY NOTE**

This Form 20-F/A is being filed by Nymox Pharmaceutical Corporation as Amendment No. 1 to its Annual Report on Form 20-F for the fiscal year ended December 31, 2010, as originally filed with the Securities and Exchange Commission on March 15, 2011 (the “Original 2010 20-F” and, as amended by this Amendment No. 1, the “2010 20-F”), to amend the Original 2010 20-F to correct an administrative error by attaching Exhibits 4(s) and 4(t) thereto as separate exhibits to the 2010 20-F, rather than as a part of the main body thereof.

We are including in this Amendment No. 1 currently dated certifications by our principal executive officer and our principal financial officer. Other than as expressly set forth above, this Amendment No. 1 does not, and does not purport to, amend, update or restate the information in any other item of the Original 2010 20-F, or reflect any events that have occurred after the Original 2010 Form 20-F was originally filed.

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**ITEM 19. EXHIBITS**

The following exhibits are included with or incorporated by reference into this report:

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>   |
|---------------------------|---|
| <u>4(s)</u>               | <u>Common Stock Private Purchase Agreement between Nymox Pharmaceutical Corporation and Lorros-Greyse Investments Limited dated November 1, 2010 (filed herewith)</u> |
| <u>4(t)</u>               | <u>License and Collaboration Agreement between Nymox Pharmaceutical Corporation and Recordati Ireland Ltd. dated December 16, 2010 (filed herewith)</u>               |
| <u>12(a)</u>              | <u>Certification of Principal Executive Officer Pursuant to Rule 13a-14(a) or 15d-14(a) (filed herewith)</u>  |
| <u>12(b)</u>              | <u>Certification of Principal Financial Officer Pursuant to Rule 13a-14(a) or 15d-14(a) (filed herewith)</u>  |
| <u>13(a)</u>              | <u>Certification of Chief Executive Officer Pursuant to 18 U.S.C. 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith)</u>     |
| <u>13(b)</u>              | <u>Certification of Chief Financial Officer Pursuant to 18 U.S.C. 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith)</u>     |

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**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

**NYMOX PHARMACEUTICAL CORPORATION**  
(Registrant)

/s/ Paul Averback

Paul Averback

Title: President

Date: June 3, 2011

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**EXHIBIT INDEX - NYMOX PHARMACEUTICAL CORPORATION**

Form 20-F/A Annual Report

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