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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

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**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): November 24, 2006**

**Marshall Edwards, Inc.**

(Exact name of Registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**000-50484**

(Commission  
File Number)

**51-0407811**

(IRS Employer  
Identification No.)

**140 Wicks Road, North Ryde, NSW, Australia**

(Address of Principal Executive Offices)(Zip Code)

**2113**

(Zip Code)

Registrant's telephone number, including area code: **(011) 61 2 8877-6196**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 28, 2006, Marshall Edwards, Inc. (the "Company") announced that the Board of Directors of the Company appointed Professor Bryan Williams as non-executive Chairman of the Board of Directors of the Company effective November 24, 2006. Dr. Graham Kelly was formerly executive Chairman of the Board of the Company. Professor Williams' new role of Chairman of the Board of Directors does not change his status as a non-executive director. The Company intends to eliminate the officer position of Chairman of the Board. Dr. Kelly remains a non-executive director of the Company. A copy of the Company's press release is attached hereto as Exhibit 99.1.

Professor Williams, age 57, has been one of the Company's directors since March 2006 when he was appointed by the Company's Board to fill the vacancy created by the resignation of Professor David de Kretser from the Board of Directors. Professor Williams has over 30 years of experience in basic and pre-clinical cancer research. Since January 1, 2006, Professor Williams has been the director of the Monash Institute of Medical Research in Melbourne, Australia. From 1991 to 2005, Professor Williams was Chairman of the Department of Cancer Biology, Lerner Research Institute, The Cleveland Clinic Foundation, Cleveland, Ohio. From 1993 to 2005, Professor Williams was Professor, Department of Genetics at Case Western Reserve University, Cleveland, Ohio. From 1998 to 2005, Professor Williams was an Adjunct Professor in the Departments of Chemistry at Cleveland State University and Kent State University, also both in Ohio. Professor Williams holds a B.Sc. (Hons)(Microbiology) and PhD (Microbiology) from the University of Otago, New Zealand. He is an Honorary Fellow of the Royal Society of New Zealand. Professor Williams' term as a director expires at the annual meeting in 2006. In connection with the 2006 annual meeting of stockholders, Professor Williams has been nominated for election to the Board of Directors to serve for a new term expiring at the annual meeting in 2009.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release dated November 28, 2006

**SIGNATURE**

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.

MARSHALL EDWARDS, INC.

Dated: November 30, 2006

By: /s/ David R. Seaton \_\_\_\_\_  
Chief Financial Officer  
(Duly Authorized Officer and Principal Financial  
Officer

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FOR IMMEDIATE RELEASE

**Marshall Edwards, Inc ., appoints Professor Bryan Williams as Chairman.**

Washington DC (November 28 2006): The Board of Directors of Marshall Edwards, Inc., (Nasdaq : MSHL) has appointed Professor Bryan Williams as the non-executive chairman.

Professor Williams is the Director of the Monash Institute of Medical Research (MIMR), in Melbourne, Australia and also heads the Centre for Cancer Research at MIMR. He joined the board of Marshall Edwards, Inc., as a non-executive director in March 2006.

He was previously the Chairman of the Department of Cancer Biology at the Lerner Research Institute of the Cleveland Clinic Foundation in Cleveland, Ohio, USA. He was also an Associate Director of the Case Comprehensive Cancer Centre in Cleveland.

Professor Williams has a distinguished career in cancer research. He has previously worked in America, Canada, England and New Zealand, specializing in the molecular biology of tumor suppression, and focusing on the role tumor suppressor genes may play in regulating cell growth, maturation and apoptosis (programmed cell death). He is internationally recognized for his contributions to research on Wilms Tumor, a cancer of the kidney that primarily affects children, for studies on protein kinase R, an important cellular signaling molecule and for work on innate immunity.

Professor Williams said "it is a privilege to chair the company at this very exciting time in its clinical and commercial development."

"We have just announced the treatment of the first patient in the pivotal phase III "Ovature" ovarian cancer multi-national clinical trial, and over the next year will be treating patients in this clinical trial in the US, Europe and Australia" he said.

He added that the Company has also appointed JPMorgan as its exclusive financial advisors to assist in its strategic development and to coordinate the commercialization opportunities for the drug candidate phenoxodiol.

Professor Williams succeeds Dr Graham Kelly who remains a non-executive director of the Company.

**About Marshall Edwards, Inc .**

Marshall Edwards, Inc., (Nasdaq : MSHL) has licensed rights from Novogen Limited (Nasdaq : NVGN) to bring three oncology drugs " phenoxodiol, NV-196 and NV-143 " to market globally.

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Marshall Edwards, Inc. is majority owned by Novogen, an Australian biotechnology company that is specializing in the development of therapeutics based on a flavonoid technology platform. Novogen, based in Sydney, Australia, is developing a range of therapeutics across the fields of oncology, cardiovascular disease and inflammatory diseases. More information on phenoxodiol and on the Novogen group of companies can be found at [www.marshalledwardsinc.com](http://www.marshalledwardsinc.com) and [www.novogen.com](http://www.novogen.com).

*Under U.S. law, a new drug cannot be marketed until it has been investigated in clinical trials and approved by the FDA as being safe and effective for the intended use. Statements included in this press release that are not historical in nature are "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. You should be aware that our actual results could differ materially from those contained in the forward-looking statements, which are based on management's current expectations and are subject to a number of risks and uncertainties, including, but not limited to, our failure to successfully commercialize our product candidates; costs and delays in the development and/or FDA approval, or the failure to obtain such approval, of our product candidates; uncertainties in clinical trial results; our inability to maintain or enter into, and the risks resulting from our dependence upon, collaboration or contractual arrangements necessary for the development, manufacture, commercialization, marketing, sales and distribution of any products; competitive factors; our inability to protect our patents or proprietary rights and obtain necessary rights to third party patents and intellectual property to operate our business; our inability to operate our business without infringing the patents and proprietary rights of others; general economic conditions; the failure of any products to gain market acceptance; our inability to obtain any additional required financing; technological changes; government regulation; changes in industry practice; and one-time events. We do not intend to update any of these factors or to publicly announce the results of any revisions to these forward-looking statements.*