

**UNITED STATES
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): March 29, 2010

Marshall Edwards, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

000-50484
(Commission File Number)

51-0407811
(I.R.S. Employer Identification No.)

140 Wicks Road, North Ryde, NSW, 2113 Australia
(Address of principal executive offices) (Zip Code)

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

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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 (see General Instruction A.2. below):

- 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 3.03 Material Modification to Rights of Security Holders.

At a Special Meeting (the “Special Meeting”) of stockholders held on March 29, 2010, Marshall Edwards, Inc. (the “Company”) stockholders approved an amendment to the Company’s Restated Certificate of Incorporation to effect a reverse stock split of the Company’s common stock at a 1-for-10 reverse split ratio. Of the 73,463,233 shares of common stock entitled to vote at the Special Meeting, 64,083,307 shares of common stock were voted as follows:

<u>Matter</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Amendment to the Company’s Restated Certificate of Incorporation to effect a reverse stock split of the Company’s common stock at the 1-for-10 reverse split ratio.	63,762,724	311,142	9,441	—

On March 29, 2010, the Company filed a Certificate of Amendment (“Certificate of Amendment”) to the Company’s Restated Certificate of Incorporation in order to effect a 1-for-10 reverse stock split of the Company’s common stock effective as of the opening of trading of the Company’s common stock on Nasdaq on Wednesday, March 31, 2010.

The primary objective of the reverse stock split is to maintain the Company’s listing on the NASDAQ Global Market by gaining compliance with NASDAQ’s minimum share price listing requirement.

As a result of the reverse stock split, every 10 shares of the Company’s issued and outstanding common stock were combined into one share of common stock. The reverse stock split did not change the number of authorized shares of the Company’s common stock. No fractional shares of common stock were issued as a result of the reverse stock split. Holders of common stock who, as a result of the reverse stock split, would otherwise have received a fractional share of common stock, are entitled to receive a cash amount equal to the proceeds attributable to the sale of such fractional shares of common stock following the aggregation and sale by the Company’s transfer agent of all fractional shares of common stock otherwise issuable.

Following the reverse stock split, the Company expects to have approximately 7,346,323 shares of common stock outstanding. The reverse stock split affected all shares of the Company’s common stock that were outstanding immediately prior to the effective time of the reverse stock split.

Additional information about the reverse stock split is available in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on February 26, 2010.

The Certificate of Amendment is attached hereto as Exhibit 3.1.1 and is incorporated by reference herein. The press release announcing stockholder approval and implementation of the reverse stock split is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The disclosure provided under Item 3.03 above is hereby incorporated by reference.

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Item 5.07 Submission of Matters to a Vote of Security Holders.

The disclosure provided under Item 3.03 above is hereby incorporated by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1.1	Certificate of Amendment to the Restated Certificate of Incorporation of Marshall Edwards, Inc.
99.1	Press Release dated March 31, 2010

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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.

By: /s/ David Seaton

David R. Seaton
Acting Chief Executive Officer and
Chief Financial Officer

Dated: March 31, 2010

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Index to Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1.1	Certificate of Amendment to the Restated Certificate of Incorporation of Marshall Edwards, Inc.
99.1	Press Release dated March 31, 2010

**CERTIFICATE OF AMENDMENT
TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
MARSHALL EDWARDS, INC.**

Pursuant to Sections 228 and 242 of
the General Corporation Law of the
State of Delaware

MARSHALL EDWARDS, INC., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: Upon the filing and effectiveness (the "Effective Time") pursuant to the General Corporation Law of the State of Delaware (the "DGCL") of this Certificate of Amendment to the Restated Certificate of Incorporation of the Corporation, 10 shares of the Corporation's Common Stock, par value \$0.00000002 per share, issued and outstanding immediately prior to the Effective Time shall automatically be combined into one (1) validly issued, fully paid and non-assessable share of Common Stock without any further action by the Corporation or the holder thereof, subject to the treatment of fractional share interests as described below (the "Reverse Stock Split"). No certificates representing fractional shares of Common Stock shall be issued in connection with the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional shares of Common Stock shall be entitled to receive cash (without interest or deduction) from the Corporation's transfer agent in lieu of such fractional share interests, upon receipt by the Corporation's transfer agent of the stockholder's properly completed and duly executed transmittal letter and, where shares are held in certificated form, the surrender of the stockholder's Old Certificates (as defined below), in an amount equal to the proceeds attributable to the sale of such fractional shares following the aggregation and sale by the Corporation's transfer agent of all fractional shares otherwise issuable. Each certificate that immediately prior to the Effective Time represented shares of Common Stock ("Old Certificates"), shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the elimination of fractional share interests as described above.

SECOND: This Certificate of Amendment shall become effective as of March 30, 2010 at 1:00 p.m.

THIRD: This Certificate of Amendment was duly adopted in accordance with Section 242 of the DGCL. The Board of Directors duly adopted resolutions setting forth and declaring advisable this Certificate of Amendment and directed that the proposed amendments be considered by the stockholders of the Corporation. A special meeting of stockholders was duly called upon notice in accordance with Section 222 of the DGCL and held on March 29, 2010, at which meeting the necessary number of shares were voted in favor of the proposed amendments. The stockholders of the Corporation duly adopted this Certificate of Amendment.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly executed in its corporate name as of the 29th day of March, 2010.

MARSHALL EDWARDS, INC.

By: /s/ David Seaton

Name: David Seaton

Title: Acting Chief Executive Officer and Chief Financial Officer

MARSHALL EDWARDS, INC.



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FOR IMMEDIATE RELEASE

**MARSHALL EDWARDS, INC. ANNOUNCES STOCKHOLDER APPROVAL
AND IMPLEMENTATION OF 1:10 REVERSE STOCK SPLIT**

NEW CANAAN, CT — March 31, 2010 — Marshall Edwards, Inc. (NASDAQ: MSHL), a specialist oncology company focusing on the clinical development of novel anti-cancer therapeutics, today announced that a Special Meeting of Stockholders on March 29, 2010, its stockholders approved an amendment to the Company's Restated Certificate of Incorporation to effect a reverse stock split of the Company's common stock at a 1-for-10 reverse split ratio. With approximately 87% of eligible votes being cast, stockholders voted more than 99% in favor of the reverse stock split.

The Company's reverse stock split of its outstanding common stock will take effect at the start of trading on Wednesday, March 31, 2010 on a 1-for-10 split adjusted basis. The Company's shares will continue to trade on a split-adjusted basis under the temporary ticker symbol "MSHLD" for a period of 20 trading days to indicate the reverse split has occurred. The Company's symbol will revert back to its original symbol "MSHL" on April 28, 2010. In connection with the reverse split, the Company's common stock has been assigned a new CUSIP number 572322 402.

The primary objective of the reverse stock split is to maintain the Company's listing on the NASDAQ Global Market by gaining compliance with NASDAQ's minimum share price listing requirement.

Under the terms of the reverse split, every 10 shares of Company's issued and outstanding common stock were combined into one share of common stock. The reverse split has reduced the number of shares of outstanding common stock from approximately 73,463,233, based on the number of shares outstanding as of January 31, 2010, to approximately 7,346,323. No fractional shares of common stock were issued as a result of the reverse stock split. Holders of common stock who, as a result of the reverse stock split, would otherwise have received a fractional share of common stock, are entitled to receive a cash amount equal to the proceeds attributable to the sale of such fractional shares of common stock following the

aggregation and sale by the Company's transfer agent of all fractional shares of common stock otherwise issuable.

About Marshall Edwards, Inc.

Marshall Edwards, Inc. is a specialist oncology company focused on the clinical development of novel anti-cancer therapeutics. These derive from a flavonoid technology platform, which has generated a number of novel compounds characterized by broad ranging activity against a range of cancer cell types with few side effects. The combination of anti-tumor cell activity and low toxicity is believed to be a result of the ability of these compounds to target an enzyme present in the cell membrane of cancer cells, thereby inhibiting the production of pro-survival proteins within the cell. Marshall Edwards has licensed rights from Novogen Limited (ASX: NRT NASDAQ: NVGN) to bring four oncology drugs — phenoxodiol, triphendiol NV-143 and NV-128 — to market globally.

Marshall Edwards is majority owned by Novogen, an Australian biotechnology company that is specializing in the development of therapeutics based on a flavonoid technology platform. Novogen 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 and 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.