

GENTA INC DE/
Form SC 13G/A
February 14, 2011

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G/A
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c), AND
(d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13D-2
(Amendment No. 2)*

Genta Incorporated
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

37245M504
(CUSIP Number)

December 31, 2010
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 37245M504

13G/A

Page 2 of 8 Pages

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

TANG CAPITAL PARTNERS, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ..

(b) ý

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 62,052,173
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 62,052,173

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

62,052,173

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.6%

12 TYPE OF REPORTING PERSON

PN

CUSIP No. 37245M504

13G/A

Page 3 of 8 Pages

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

TANG CAPITAL MANAGEMENT, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ..
(b) ý

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH

5 SOLE VOTING POWER
0

6 SHARED VOTING POWER
62,052,173

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
62,052,173

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

62,052,173

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.6%

12 TYPE OF REPORTING PERSON

OO

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

KEVIN C. TANG

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ..
(b) ý

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 64,331,318
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 64,331,318

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

64,331,318

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.9%

12 TYPE OF REPORTING PERSON

IN

Item 1(a). Name of Issuer:

Genta Incorporated, a Delaware corporation (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

200 Connell Drive, Berkeley Heights, NJ 07922

Item 2(a). Name of Person Filing:

This Statement on Schedule 13G/A (this "Statement") is filed by Tang Capital Partners, LP ("Tang Capital Partners"); Tang Capital Management, LLC, the general partner of Tang Capital Partners ("Tang Capital Management"); and Kevin C. Tang, the manager of Tang Capital Management.

Item 2(b). Address of Principal Business Office or, if none, Residence:

4401 Eastgate Mall, San Diego, CA 92121

Item 2(c). Citizenship:

Tang Capital Partners is a Delaware limited partnership. Tang Capital Management is a Delaware limited liability company. Mr. Tang is a United States citizen.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.001 per share (the "Common Stock")

Item 2(e). CUSIP Number: 37245M504

Item 3. Not applicable.

Item 4. Ownership.

(a) Amount Beneficially Owned:

Tang Capital Partners. Tang Capital Partners is the beneficial owner of 62,052,173 shares of Common Stock, which is comprised of 58,660,287 shares of Common Stock, \$93,334 face amount of the Issuer's 15% Senior Secured Convertible Notes due September 2011 (the "June 2008 Notes"), \$1,080,077 face amount of the Issuer's 8% Senior Convertible Notes due September 2011 (the "September 2011 Notes"), \$2,425,960 face amount of the Issuer's Senior Unsecured Convertible Notes due March 2013 (the "B Notes"), \$2,402,768 face amount of the Issuer's Senior Unsecured Convertible Notes due March 2013 (the "C Notes"), \$2,014,000 face amount of the Issuer's Senior Secured Convertible Notes due March 2013 (the "D Notes") and \$3,420,000 face amount of the Issuer's Senior Unsecured Convertible Notes due March 2013 (the "E Notes"). Additionally, Tang Capital Partners is the beneficial owner of a warrant to purchase 46,250 shares of the Issuer's Common Stock (the "April 2009 Warrant"), warrants to purchase 58,316 shares of the Issuer's Common Stock (the "July 2009

Warrants”), a warrant to purchase 15,840 shares of the Issuer’s Common Stock (the “September 2009 Warrant”) and a warrant to purchase 2,916,663 shares of the Issuer’s Common Stock (the “December 2010 Warrant”).

Tang Capital Partners also has the option (the "Purchase Option"), pursuant to a Securities Purchase Agreement dated April 2, 2009, as amended, to purchase an additional \$1,850,000 face amount of the Issuer's Senior Unsecured Convertible Notes due March 2013 (the "F Notes"). Tang Capital Partners also has the right (the "Purchase Right"), pursuant to a Consent Agreement dated April 2, 2009, as amended, to purchase \$2,832,952 face amount of the F Notes.

The June 2008 Notes can only be converted to the extent that, after such conversion, the holder would beneficially own no more than 4.999% of the Issuer's Common Stock. The September 2011 Notes, the B Notes, the C Notes, the D Notes, the E Notes and the F Notes can only be converted to the extent that, after such conversion, the holder would beneficially own no more than 9.999% of the Issuer's Common Stock. The April 2009 Warrant is only exercisable to the extent that, after such exercise, the holder would beneficially own no more than 4.999% of the Issuer's Common Stock. The July 2009 Warrants, the September 2009 Warrant and the December 2010 Warrant are only exercisable to the extent that, after such exercise, the holder would beneficially own no more than 9.999% of the Issuer's Common Stock.

Tang Capital Partners shares voting and dispositive power over such shares, notes, warrants, options and rights with Tang Capital Management and Kevin C. Tang .

Tang Capital Management. Tang Capital Management, as the general partner of Tang Capital Partners, may be deemed to beneficially own the 62,052,173 shares held or acquirable by Tang Capital Partners and the notes, warrants, options and rights owned by Tang Capital Partners. Tang Capital Management shares voting and dispositive power over such shares, notes, warrants, options and rights with Tang Capital Partners and Kevin C. Tang.

Kevin C. Tang. Kevin C. Tang may be deemed to beneficially own 64,331,318 shares of the Issuer's Common Stock, comprising:

62,052,173 shares held or acquirable by Tang Capital Partners and the notes, warrants, options and rights owned by Tang Capital Partners, and

2,279,145 additional shares over which Mr. Tang has separate voting and/or dispositive power, which is comprised of 2,279,145 shares of Common Stock, \$197,800 face amount of the B notes, \$197,800 face amount of the C Notes, \$106,000 face amount of the D Notes and \$180,000 face amount of the E Notes.

Mr. Tang disclaims beneficial ownership of all shares reported herein except to the extent of his pecuniary interest therein.

The percentages used herein are based upon 643,377,522 shares of Common Stock outstanding (639,985,636 shares outstanding as of February 11, 2011 per the Form 8-K as filed with the Securities and Exchange Commission on February 11, 2011, plus 3,391,886 shares of Common Stock issuable upon conversion of notes or exercise of warrants).

(b) Percent of Class:

Tang Capital Partners	9.6%
Tang Capital Management	9.6%

Kevin C. Tang

9.9%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

Tang Capital Partners	0 shares
Tang Capital Management	0 shares
Kevin C. Tang	0 shares

(ii) shared power to vote or to direct the vote:

Tang Capital Partners	62,052,173 shares
Tang Capital Management	62,052,173 shares
Kevin C. Tang	64,331,318 shares

(iii) sole power to dispose or to direct the disposition of:

Tang Capital Partners	0 shares
Tang Capital Management	0 shares
Kevin C. Tang	0 shares

(iv) shared power to dispose or to direct the disposition of:

Tang Capital Partners	62,052,173 shares
Tang Capital Management	62,052,173 shares
Kevin C. Tang	64,331,318 shares

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: "

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2011

TANG CAPITAL PARTNERS, LP

By: Tang Capital Management, LLC, its
General Partner

By: /s/ Kevin C. Tang
Kevin C. Tang, Manager

TANG CAPITAL MANAGEMENT, LLC

By: /s/ Kevin C. Tang
Kevin C. Tang, Manager

/s/ Kevin C. Tang
Kevin C. Tang