

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

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ACCESS PHARMACEUTICALS, INC.

-----  
(Exact name of registrant as specified in its charter)

Delaware	3841
-----	-----
(State or Other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code Number)

83-0221517  
-----  
(I.R.S. Employer  
Identification No.)

2600 Stemmons Freeway, Suite 176  
Dallas, Texas 75207 (214) 905-5100

-----  
(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

Kerry P. Gray  
President and Chief Executive Officer  
Access Pharmaceuticals, Inc.  
2600 Stemmons Freeway, Suite 176  
Dallas, Texas 75207  
(214) 905-5100

-----  
(Name, address, including zip code, and  
telephone number, including area code, of agent for service)

with copies to:

John J. Concannon III  
Bingham Dana LLP  
150 Federal Street  
Boston, MA 02110  
(617) 951-8000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement is declared effective.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. //

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. //

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. /x/ 333-37786

If this Form is a post-effective amendment filed pursuant to Rule 462(c)

under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. //

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. //

#### CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Proposed Maximum Amount to be Registered	Offering Price Per Share(1)
Common Stock \$.01 par value per share	67,230 share (2)	\$4.06
Proposed Maximum Aggregate		
Offering Price (1)	Amount of Registration Fee	
\$191,754	\$50.62	

- (1) Estimated solely for the purpose of determining the registration fee. Calculated in accordance with Rule 457(c) under the Securities Act of 1933 based on the average of the high and low prices as reported by the American Stock Exchange on June 13, 2000.
- (2) Includes 67,230 shares issuable to certain selling stockholders upon exercise of warrants for the purchase of shares of the Registrant's Common Stock.

This Registration Statement is being filed with respect to the registration of additional shares of the common stock, \$.01 par value per share, of Access Pharmaceuticals, Inc., a Delaware corporation, for an offering pursuant to Rule 462 (b) under the Securities Act of 1933, as amended. The contents of the earlier effective registration statement (Registration No. 333-37786) are incorporated in this Registration Statement by reference.

The required opinion and consent is listed on an Exhibit Index attached hereto and filed herewith.

#### Exhibit Index

- 5.1 Opinion of Bingham Dana, LLP,
- 23(a) Consent of Bingham Dana LLP (included in Exhibit 5.1)
- 26 Power of Attorney (Included in signature page to Registration Statement No 333-37786 on Form S-3 filed May 24, 2000)

#### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, Texas, on this 14th day of June, 2000.

ACCESS PHARMACEUTICALS, INC.

By /s/ Kerry P. Gray

-----  
Kerry P. Gray  
President and Chief Executive Officer, Director

Pursuant to the requirements of the Securities Act of 1933, the Registration Statement has been signed by the following person in the capacities and on the dates indicated.

<TABLE>  
<CAPTION>

Signature	Title	Date
-----		
<S>	<C>	<C>
-----		
/s/ Kerry P. Gray		
-----		
Kerry P. Gray	President and Chief Executive Officer, Director	June 14, 2000
-----		
*		
-----		
Herbert H. McDade, Jr.	Director	June 14, 2000
-----		
*		
-----		
J. Michael Flinn	Director	June 14, 2000
-----		
*		
-----		
Stephen B. Howell	Director	June 14, 2000
-----		
*		
-----		
Max Link	Director	June 14, 2000
-----		
*		
-----		
Howard P. Milstein	Director	June 14, 2000
-----		
*		
-----		
Richard Stone	Director	June 14, 2000
-----		
*		
-----		
Preston Tsao	Director	June 14, 2000
-----		
/s/ Stephen B. Thompson		
-----		
Stephen B. Thompson	Vice President, Chief Financial Officer, Treasurer	June 14, 2000
-----		
/s/ Kerry P. Gray		
-----		
* by: Kerry P. Gray	Attorney-in-fact	June 14, 2000

</TABLE>

EXHIBIT 5.1

Opinion of Bingham Dana LLP

Bingham Dana LLP  
150 Federal Street  
Boston, MA 02110

June 14, 2000

Access Pharmaceuticals, Inc.  
2600 Stemmons Freeway, Suite 176  
Dallas, Texas 75207

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

This opinion is furnished in connection with the registration under the Securities Act of 1933, as amended (the "Act"), of 67,230 shares of common stock, par value \$0.01 per share (the "Common Stock"), of Access Pharmaceuticals, Inc., a Delaware corporation (the "Company"), issuable upon exercise of currently outstanding warrants to purchase Common Stock (the "Warrant Shares"), pursuant to a Registration Statement on Form S-3 of the Company being filed pursuant to Rule 462 (b) under the Act (the "Registration Statement") in connection with the offering described in the Registration Statement on Form S-3, File No. 333-37786 (the "Original Registration Statement"), initially filed by the Company with the Securities and Exchange Commission on May 24, 2000.

We have acted as counsel to the Company in connection with the foregoing registration of the Warrant Shares. We have examined and relied upon originals or copies of such records, instruments, agreements or other documents of the Company, and certificates of officers of the Company as to certain factual matters and have made such investigation of law and have discussed with officers and representatives of the Company such questions of fact, as we have deemed necessary or advisable for purposes of this opinion. In our examinations, we have assumed the genuineness of all signatures, the conformity to the originals of all documents reviewed by us as copies, the authenticity and completeness of all original documents reviewed by us in original or copy form and the legal competence of each individual executing any document.

We have further assumed that the registration requirements of the Act and all applicable requirements of state laws regulating the sale of securities will have been duly satisfied.

This opinion is limited solely to the Delaware General Corporation Law, as applied by courts located in Delaware, the applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting those laws.

Based upon and subject to the foregoing, we are of the opinion that the Warrant Shares, when issued upon the due exercise of and in accordance with the terms of the warrants under which such Warrant Shares are issuable, will be legally issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to this firm under the heading "Legal Matters" in the Prospectus in the Registration Statement.

Very truly yours,

/s/ Bingham Dana LLP

-----  
BINGHAM DANA LLP