UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

(Mark One)

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2013
or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to

Commission file number **0-9314**

ACCESS PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**83-0221517**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer I.D. No.)

4848 Lemmon Avenue, Suite 517, Dallas, TX 75219
(Address of principal executive offices)

(214) 905-5100
(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

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 ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, 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 12 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, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer" "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐	Accelerated filer ☐	Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☑

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes ☐ No ☑

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

The number of shares outstanding of the registrant's common stock as of November 14, 2013 was 25,569,443 shares. Also outstanding at November 14, 2013 were 2,903.3617 shares of Series A Cumulative Convertible Preferred Stock (the "Series A Preferred Stock") convertible into 58,067,234 shares of common stock and 1,000 shares of Series B Cumulative Convertible Preferred Stock (the "Series B Preferred Stock") convertible into 20,000,000 shares of common stock.

ACCESS PHARMACEUTICALS, INC.

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PART I –FINANCIAL INFORMATION

This Quarterly Report on Form 10-Q (including the information incorporated by reference) contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that involve risks and uncertainties including, but not limited to, the uncertainties associated with research and development activities, clinical trials, our ability to raise capital, the timing of and our ability to achieve regulatory approvals, dependence on others to market our licensed products, collaborations, future cash flow, the timing and receipt of licensing and milestone revenues, the future success of our marketed products and products in development, our sales projections, and the sales projections of our licensing partners, our ability to achieve licensing milestones and other risks described below as well as those discussed elsewhere in this Quarterly Report on Form 10-Q, documents incorporated by reference and other documents and reports that we file periodically with the Securities and Exchange Commission ("SEC"). These statements include, without limitation, statements relating to our ability to continue as a going concern, anticipated product approvals and timing thereof, product opportunities, clinical trials and U.S. Food and Drug Administration ("FDA") applications, as well as our drug development strategy, our clinical development organization, expectations regarding our rate of technological developments and competition, our expectations regarding minimizing development risk and developing and introducing technology, the size of our targeted markets, the terms of future licensing arrangements, the adequacy of our capital resources, revenues from sales and license agreements, our expectation that our capital resources, sales revenues and receipts will be adequate to fund our current level of operations into the first quarter of 2014, our expectation that sales of MuGard will begin in China, our expectation that we will incur losses for the next several years and our ability to secure additional financing for our operations. These statements relate to future events or our future financial performance and are based on current expectations, estimates, forecasts and projections and management's beliefs and assumptions. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "expects," "plans," "could," "anticipates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of such terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that are difficult to predict and which may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. We are under no duty to update any of the forward-looking statements after the date of filing this Quarterly Report on Form 10-Q to conform such statements to actual results and, except as required by law, we do not intend to update any forward-looking statements even if new information becomes available or other events occur in the future.

ITEM 1. FINANCIAL STATEMENTS

The response to this Item is submitted as a separate section of this report.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

Access Pharmaceuticals, Inc. (together with our subsidiaries, "We," "Access" or the "Company") is a Delaware corporation. We are an emerging biopharmaceutical company focused on developing a range of pharmaceutical products primarily based upon our nanopolymer chemistry technologies and other drug delivery technologies. We currently have one marketed product licensed in the U.S. and China. We also have additional products and platform technologies in development where we are seeking partners to continue development and/or to license the technology.

Marketed Product

- MuGard™ is our marketed product for the management of oral mucositis, a frequent side-effect of cancer therapy for which there is no established treatment. The market for mucositis treatment is estimated to be in excess of $1.0 billion world-wide. MuGard, a proprietary nanopolymer formulation, has received marketing allowance in the U.S. from the FDA. We launched MuGard in the U.S. in 2010. On June 6, 2013 we entered into an exclusive license agreement with AMAG Pharmaceuticals, Inc. ("AMAG") related to the commercialization of MuGard in the U.S. and its territories. Under the terms of the licensing agreement we received an upfront licensing fee of $3.3 million and a tiered, double-digit royalty on net sales of MuGard in the licensed territories. We receive quarterly royalty payments from AMAG.

  Our China partners have received an acceptance letter from the State Food and Drug Administration of the People's Republic of China, which provides marketing approval in China. MuGard has been manufactured in the U.S. and shipped to China for sale.

  We are actively seeking partners to license MuGard in other territories.

For the following products we are seeking partners to continue development and/or are seeking partners to license the technology.

Product Candidates

- We are working on additional products using our proprietary mucoadhesive hydrogels as the delivery vehicle.

- Our candidate for the treatment of cancer is ProLindac™, a nanopolymer Diamino Cyclohexane ("DACH")-platinum prodrug. No additional trials are planned and none have been initiated this year in the U.S. or in Europe. We are working with our partners in China towards the initiation of clinical trials of ProLindac in China. Clinical studies of other indications including liver, colorectal and ovarian cancer are under consideration by Jiangsu Aosaikang Pharmaceutical Co., Ltd, our licensee for ProLindac in China. The DACH-platinum incorporated in ProLindac is the same active moiety as that in oxaliplatin (e.g. Eloxatin; Sanofi-Aventis), which has had annual sales in excess of $2.0 billion. ProLindac is available for partnering.

- CobOral® is our proprietary preclinical nanopolymer oral drug delivery technology based on the natural vitamin B12 oral uptake mechanism. We have developed products based upon the CobOral delivery technology, and have conducted sponsored development of a product for oral delivery of a number of peptides and RNAi therapeutics. The CobOral platform technology is available for partnering.

- CobaCyte®-mediated targeted delivery is a preclinical technology that makes use of the fact that cell surface receptors for vitamins such as B12 are often overexpressed by certain cells including many cancers. This technology uses nanopolymer constructs to deliver more anti-cancer drug to tumors while protecting normal tissues. The CobaCyte platform technology is available for partnering.

Products and Product Candidates

We use our drug delivery technologies to develop the following products and product candidates:

Access Drug Portfolio

Compound	Originator	Technology	Indication	Clinical Stage (1)
MuGard™	Access	Mucoadhesive liquid	Mucositis	Launched U.S. Licensed to AMAG Pharmaceuticals Regulatory Approval China Licensed to RHEI Pharmaceuticals
Mucoadhesive hydrogel technology	Access	Mucoadhesive hydrogel technology	Various	Pre-clinical
ProLindac™ (Polymer Platinate, AP5346)	Access	Synthetic polymer	Cancer	Phase 2
CobOral® Delivery System	Access	Cobalamin	Various	Pre-clinical
CobaCyte®-Targeted Therapeutics	Access	Cobalamin	Anti-tumor	Pre-clinical

(1) For more information, see “Government Regulation” in our Annual Report on Form 10-K for a description of clinical stages.

RECENT EVENTS

On June 6, 2013 we entered into an exclusive license agreement with AMAG Pharmaceuticals, Inc. (“AMAG”) related to the commercialization of MuGard in the U.S. and its territories. Under the terms of the licensing agreement, we received an upfront licensing fee of $3.3 million and will receive a tiered, double-digit royalty on net sales of MuGard in the licensed territories. AMAG also purchased our existing MuGard inventory. The $3.3 million license fee is accounted for as deferred revenue and is recognized over ten years which is the life of the license agreement.

LIQUIDITY AND CAPITAL RESOURCES

We have funded our operations primarily through private sales of common stock, preferred stock, convertible notes and through licensing agreements. Our principal source of liquidity is cash and cash equivalents. Product sales, licensing payments and royalty revenues provided limited funding for operations during the nine months ended September 30, 2013. As of September 30, 2013, our cash and cash equivalents were $899,000 and our net cash expenditures for the nine months ended September 30, 2013, was approximately $336,000 per month. As of September 30, 2013, our working capital deficit was $6,966,000. Our working capital deficit

at September 30, 2013 represented an increase of $2,018,000 as compared to our working capital deficit as of December 31, 2012 of $4,948,000. The increase in the working capital deficit at September 30, 2013 reflects nine months of net operating costs and changes in current assets and liabilities and the license fee from AMAG.

As of November 14, 2013, we did not have enough capital to achieve our long-term goals. If we raise additional funds by selling equity securities, the relative equity ownership of our existing investors will be diluted and the new investors could obtain terms more favorable than previous investors. A failure to obtain necessary additional capital in the future could jeopardize our operations and our ability to continue as a going concern.

We have incurred negative cash flows from operations since inception, and have expended, and expect to continue to expend in the future, substantial funds to complete our planned product development efforts. Since inception, our expenses have significantly exceeded revenues, resulting in an accumulated deficit as of September 30, 2013 of $264,650,000. We expect that our capital resources, revenues from MuGard sales and expected receipts due under our license agreements will be adequate to fund our current level of operations into the first quarter of 2014. However, our ability to fund operations over this time could change significantly depending upon changes to future operational funding obligations or capital expenditures. As a result, we may be required to seek additional financing sources within the next twelve months. We cannot provide assurance that we will ever be able to generate sufficient product revenue or royalty revenue to achieve profitability on a sustained basis or at all.

Since our inception, we have devoted our resources primarily to fund our research and development programs. We have been unprofitable since inception and to date have received limited revenues from the sale of products. We expect to incur losses for the next several years as we continue to invest in product research and development, preclinical studies, clinical trials and regulatory compliance.

THIRD QUARTER 2013 COMPARED TO THIRD QUARTER 2012

Product sales of MuGard in the U. S. totaled $781,000 for the third quarter of 2012 as compared with none for the same period of 2013, a decrease of $781,000. On June 6, 2013, MuGard was licensed to AMAG and revenue is now recorded as royalties. See sales table in “Critical Accounting Policies and Estimates Relating to MuGard” below.

Our licensing revenue for the third quarter of 2013 was $144,000 as compared to $62,000 for the same period of 2012, an increase of $82,000. We recognize licensing revenue over the period of the performance obligation under our licensing agreements.

We recorded royalty revenue for MuGard in the U.S. for the third quarter of 2013 of $45,000 and none for the same period of 2012. Prior to the license of MuGard to AMAG on June 6, 2013 we recorded product sales for MuGard. We recorded royalty revenue for MuGard in Europe of $28,000 for the third quarter of 2012 and none in the same period of 2013. In the first quarter of 2012, we finalized the negotiations for the termination of the license to our European partner for MuGard.

Total research and development spending for the third quarter of 2013 was $236,000, as compared to $308,000 for the same period of 2012, a decrease of $72,000. The net decrease in expenses was primarily due to:

·decreased salary and related costs ($27,000) from reduced scientific staff;
·decreased clinical development with trials completed for MuGard, ProLindac and Thiarabine ($10,000);
·decreased laboratory costs due to the closing of our laboratory ($38,000); and
·other net increases in research spending ($3,000).

Product costs for MuGard in the U. S. were $7,000 for the third quarter of 2013 as compared to $79,000 for the same period in 2012, a decrease of $72,000. On June 6, 2013, MuGard was licensed to AMAG and product costs after that date are incurred by AMAG.

Total selling, general and administrative expenses were $642,000 for the third quarter of 2013, as compared to $1,422,000 for the same period of 2012, a decrease of $780,000. The net decrease in expenses was due primarily to the following:

·decreased MuGard product selling expenses ($748,000);
·decreased stock compensation expense from expense of option grants for selling, general and administrative employees ($60,000);
·decreased salary and related costs ($59,000) from reduced general and administrative salaries and staff;
·increased legal fees ($73,000); and
·increased net other general and administrative expenses ($14,000).

Depreciation and amortization was $0 for the third quarter of 2013 as compared to $18,000 for the same period in 2012, a decrease of $18,000, due to the closing of the lab and the sale of the furniture and equipment.

Total operating expenses for the third quarter of 2013 year were $885,000 as compared to total operating expenses of $1,827,000 for the same period of 2012, a decrease of $942,000 for the reasons listed above.

Interest and miscellaneous income was $46,000 for the third quarter of 2013 as compared to $111,000 for the same period of 2012, a decrease of $65,000. Most of the income was miscellaneous income due to write-offs and settlement of certain accounts payables.

Interest and other expense was $96,000 for the third quarter of 2013 as compared to $186,000 in the same period of 2012, a decrease of $90,000. The decrease in interest and other expense was due to a pay down in the secured promissory note of $2.75 million in 2012.

We recorded a gain related to warrants classified as derivative liabilities of $168,000 for the third quarter of 2013 as compared to $64,000 for the same period of 2012. We recorded a derivative for warrants when the fair value of the warrants that were issued with our Series A Convertible Preferred Stock were reclassified from equity per the requirements of accounting guidance as a result of the repricing feature.

We recorded a gain for the derivative liability related to preferred stock of $421,000 for the third quarter of 2013 and a loss of $13,900,000 for the same period of 2012. We recorded a derivative per the requirements of accounting guidance due to the possibility of resetting the conversion price of our Series A Convertible Preferred Stock if we sold our common stock at a price below the conversion price.

Preferred stock dividends of $742,000 were accrued for the third quarter of 2013 and $444,000 for the same period of 2012, an increase of $298,000 due to the issuance of the Series B Preferred Stock. Dividends are due semi-annually in either cash or common stock for the Series A Preferred Stock and due quarterly in either cash or preferred stock for the Series B Preferred Stock.

Net loss allocable to common stockholders for the third quarter of 2013 was $899,000, or a $0.04 basic and diluted loss per common share, compared with a net loss of $15,311,000, or a $0.63 basic and diluted loss per common share, for the same period in 2012, a decreased loss of $14,412,000.

NINE MONTHS ENDED SEPTEMBER 30, 2013 COMPARED TO NINE MONTHS ENDED SEPTEMBER 30, 2012

Product sales of MuGard in the U. S. totaled $1,542,000 for the first nine months of 2013 as compared with $1,950,000 for the same period of 2012, a decrease of $408,000. On June 6, 2013, MuGard was licensed to AMAG and revenue is now recorded as royalties. See sales table in "Critical Accounting Policies and Estimates Relating to MuGard" below.

Our licensing revenue for the first nine months of 2013 was $290,000 as compared to $1,384,000 for the same period of 2012, a decrease of $1,094,000. We recognize licensing revenue over the period of the performance obligation under our licensing agreements. In the first quarter of 2012, we finalized the negotiations for the termination of the license from our European partner for MuGard and recognized all of the previously received license fees ($706,000) that were recorded in deferred revenue and a $500,000 termination fee.

We recorded royalty revenue for MuGard in the U.S. for the first nine months of 2013 of $48,000 and none for the same period of 2012. Prior to the license of MuGard to AMAG on June 6, 2013 we recorded product sales for MuGard and no royalty revenue. We recorded royalty revenue for MuGard in Europe of $64,000 for the first nine months of 2012 and none in the same period of 2013. In the first quarter of 2012, we finalized the negotiations for the termination of the license to our European partner for MuGard.

Total research and development spending for the first nine months of 2013 was $756,000, as compared to $1,712,000 for the same period of 2012, a decrease of $956,000. The net decrease in research and development expenses was primarily due to:

- decreased salary and related costs ($478,000) from reduced scientific staff;
- decreased clinical development with trials for MuGard, ProLindac and Thiarabine ($235,000);
- decreased laboratory costs due to the closing of our laboratory ($159,000);
- decreased stock compensation expense from lower expense of option grants for research and development employees ($55,000); and
- other net decreases in research spending ($29,000).

Product costs for MuGard in the U. S. were $125,000 for the first nine months of 2013 as compared to $201,000 for the same period in 2012, a decrease of $76,000. On June 6, 2013, MuGard was licensed to AMAG and product costs after that date are incurred by AMAG.

Total selling, general and administrative expenses were $4,117,000 for the first nine months of 2013, as compared to $4,491,000 for the same period of 2012, a decrease of $374,000. The net decrease in expenses was due primarily to the following:

- decreased MuGard product selling expenses ($602,000);
- decreased salary and related costs ($268,000) from reduced general and administrative salaries and staff;
- lower patent fees ($65,000) due to no new patents being filed in 2013;
- increased legal fees ($380,000);
- increased general business consulting expenses for MuGard licensing and transition costs ($132,000);
- increased stock compensation expense from expense of option grants for selling, general and administrative employees ($102,000); and
- decreased net other general and administrative expenses ($53,000).

Depreciation and amortization was $2,000 for the first nine months of 2013 as compared to $91,000 for the same period in 2012, a decrease of $89,000, due to the closing of our lab and the sale of our furniture and equipment.

Total operating expenses for the first nine months of 2013 were $5,000,000 as compared to total operating expenses of $6,495,000 for the same period of 2012, a decrease of $1,495,000 for the reasons listed above.

Interest and miscellaneous income was $215,000 for the first nine months of 2013 as compared to $112,000 for the same period of 2012, an increase of $103,000. Miscellaneous income was higher in 2013 due to sale of certain platinum inventory and to write-offs of certain accounts payables.

Interest and other expense was $182,000 for the first nine months of 2013 as compared to $524,000 in the same period of 2012, a decrease of $342,000. The decrease in interest and other expense was due to the pay-off of the secured promissory note of $2.75 million in November 2012 .

We recorded a one-time expense of $2,316,000 in the first nine months of 2012 for amendment agreements for 4,581,816 currently outstanding warrants which extended the expiration dates of such warrants to February 16, 2015 for 3,818,180 warrants; to October 24, 2015 for 386,364 warrants; and to December 6, 2015 for 377,272 warrants. The holders of such warrants include unaffiliated warrant holders as well as SCO Capital Partners LLC, Lake End Capital LLC and Beach Capital LLC. Such holders may be deemed to be affiliates of Jeffrey B. Davis and Steven H. Rouhandeh, our Chief Executive Officer and a director, respectively. The warrants that were amended were for the purchase of an aggregate of 4,581,816 shares of our common stock. In connection with the amendments, the holders of such warrants agreed to waive any damages that they may have incurred relating to the Company’s inability to register the shares of common stock issuable upon exercise of the warrants, other than liquidated damages that may have already accrued relating to such inability to register such shares.

We recorded a gain related to warrants classified as derivative liabilities of $140,000 for the first nine months of 2013 as compared to a gain of $1,236,000 for the same period of 2012. We recorded a derivative for warrants when the fair value of the warrants that were issued with

our Series A Preferred Stock were reclassified from equity per the requirements of accounting guidance as a result of the repricing feature.

We recorded a gain for the derivative liability related to preferred stock of $8,471,000 for the first nine months of 2013 and a loss of $25,770,000 for the same period of 2012. We recorded a derivative per the requirements of accounting guidance due to the possibility of resetting the conversion price of our Series A Preferred Stock if we sold our common stock at a price below the original price.

Preferred stock dividends of $2,202,000 were accrued for the first nine months of 2013 and $1,323,000 for the same period of 2012, an increase of $879,000 due to the issuance of the Series B Preferred Stock. Dividends are due semi-annually in either cash or common stock for the Series A Preferred Stock and due quarterly in either cash or preferred stock for the Series B Preferred Stock.

Net income allocable to common stockholders for the first nine months of 2013 was $3,322,000, or a $0.13 basic income per common share and a $0.13 diluted income per common share as compared to a net loss of $31,682,000, or a $1.31 basic and diluted loss per common share, for the same period in 2012, an increased income of $35,004,000.

Critical Accounting Policies and Estimates Relating to MuGard

We sold MuGard in the U.S. to wholesalers, and specialty and retail pharmacies from September 2010 until June 6, 2013. On June 6, 2013 we licensed MuGard in the U.S. to AMAG Pharmaceuticals. Per the license agreement we will receive royalties from AMAG Pharmaceuticals after that date for its sales of MuGard. We accrued $48,000 of royalties for the nine months ended September 30, 2013. The $3.3 million license fee is accounted for as deferred revenue and is recognized over ten years which is the life of the license agreement. We recognized revenue for MuGard product sales at the time title transferred to our customers, which occurred at the time product was shipped to our customers.

We recognized product sales allowances as a reduction of product sales in the same period the related revenue is recognized. Product sales allowances are based on amounts owed or to be claimed on the related sales. These estimates take into consideration the terms of our agreements with customers, rebates or discounts taken. If actual future results vary from our estimates, we may need to adjust these estimates, which could have an effect on product sales and earnings in the period of adjustment. Our product sales allowances include:

- Wholesaler and Specialty and Retail Pharmacy Discounts – we offer contractually determined discounts to certain wholesale distributors and specialty and retail pharmacies that purchase directly from us. These discounts are either taken off the invoice at the time of shipment or paid to the customer on a monthly or quarterly basis.
- Prompt Pay Discounts – we offer cash discounts to our customers, generally 2% of the sales price, as an incentive for prompt payment. Based on our experience many of the customers comply with the payment terms to earn the cash discount.
- Patient Discount Programs – we offer discount programs in which patients receive certain discounts off their prescription.
- Managed Care Rebates – we offer discounts under contracts with certain managed care providers who do not purchase directly from us.

We believe our estimates related to gross-to-net sales adjustments for MuGard do not have a high degree of estimation complexity or uncertainty as the related amounts are settled within a short period of time.

(in thousands)	Three months ended March 31, 2013	Three months ended June 30, 2013	Three months ended September 30, 2013	Nine months ended September 30, 2013
Gross sales	$ 1,255	$ 508	$ -	1,763
Cash discounts	10	36	-	46
Contract discounts	83	92	-	175
	$ 1,162	$ 380	$ -	$ 1,542

	Three months ended March 31, 2012	Three months ended June 30, 2012	Three months ended September 30, 2012	Nine months ended September 30, 2012
Gross sales	$ 577	$ 712	$ 877	$ 2,166
Cash discounts	5	13	7	25
Contract discounts	18	84	89	191
	$ 554	$ 615	$ 781	$ 1,950

1) Sales are thru June 6, 2013, the date of the license of MuGard to AMAG Pharmaceuticals.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES

Under the supervision and with the participation of our management, including the Chief Executive Officer (our principal executive officer) and Chief Financial Officer (our principal financial officer), we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined in Exchange Act Rules 13a-15(e) and 15d-15(e), as of the end of the period covered by this report.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act. Our internal control system was designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes, in accordance with generally accepted accounting principles. Because of inherent limitations, a system of internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate due to change in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management, including our principal executive officer and principal accounting officer, conducted an evaluation of the effectiveness of our internal control over financial reporting using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control—Integrated Framework.

Based on our evaluation, our management concluded in our Annual Report on Form 10-K for the year ended December 31, 2012 that there is a material weakness in our internal control over financial reporting. A material weakness is a deficiency, or a combination of control deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the Company’s annual or interim financial statements will not be prevented or detected on a timely basis.

The material weakness identified in our Annual Report on Form 10-K for the year ended December 31, 2012 relates to the monitoring and review of work performed by our Chief Financial Officer in the preparation of audit and financial statements, footnotes and financial data provided to the Company's registered public accounting firm in connection with the annual audit. All of our financial reporting is carried out by our Chief Financial Officer. This lack of accounting staff results in a lack of segregation of duties.

As of the date of this Quarterly Report on Form 10-Q, we have not remediated such material weakness and, as a result, our Chief Executive Officer and Chief Financial Officer have concluded that a material weakness continues to exist as of the end of the period covered by this Quarterly Report on Form 10-Q and, as such, our disclosure controls and procedures were not effective based on the criteria established in Internal Control—Integrated Framework issued by COSO. The material weakness identified did not result in the restatement of any previously reported financial statements or any related financial disclosure, nor does management believe that it had any effect on the accuracy of the Company's financial statements for the current reporting period.

In order to mitigate this material weakness to the fullest extent possible, all financial reports are reviewed for reasonableness by the Chief Executive Officer as well as the Chairman of the Audit Committee. All unexpected results are investigated. At any time, if it appears that any control can be implemented to continue to mitigate such weaknesses, it is immediately implemented. As soon as our finances allow, we will hire sufficient accounting staff and implement appropriate procedures for monitoring and review of work performed by our Chief Financial Officer.

Changes In Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the quarter ended September 30, 2013 that have materially affected, or are reasonable likely to materially affect, our internal control over financial reporting.

PART II -- OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

Alan Schmidt, a former shareholder of Genaera Corporation ("Genaera"), and a former unitholder of the Genaera Liquidating Trust (the "Trust"), filed a purported class action in the United States District Court for the Eastern District of Pennsylvania in June 2012. The lawsuit named thirty defendants, including the Company, MacroChem Corporation, which was acquired by the Company in February 2009, Jeffrey Davis, the CEO and a director of the Company, and Steven H. Rouhandeh and Mark Alvino, both of whom are Company directors (the "Access Defendants"). With respect to the Access Defendants, the complaint alleged direct and derivative claims asserting that directors of Genaera and the Trustee of the Trust breached their fiduciary duties to Genaera, Genaera's shareholders and the Trust's unitholders in connection with the licensing and disposition of certain assets, aided and abetted by numerous defendants including the Access Defendants. Schmidt seeks money damages, disgorgement of any distributions received from the Trust, rescission of sales made by the Trust, attorneys' and expert fees, and costs. On December 19, 2012, Schmidt filed an amended complaint which asserted substantially the same allegations with respect to the Access Defendants. On February 4, 2013, the Access Defendants moved to dismiss all claims asserted against them. On August 12, 2013 the court granted the Access Defendants' motions to dismiss and entered judgment in favor of the Access Defendants on all claims. On August 26, 2013, Schmidt filed a motion for reconsideration. On September 10, 2013 Schmidt filed a Notice of Appeal with the District Court. On September 17, 2013, Schmidt filed his appeal with the U.S. Third Circuit Court of Appeals. On September 25, 2013, the District Court denied Schmidt's motion for reconsideration. On October 17, 2013, Schmidt amended his appeal to include the District court's denial of his motion for reconsideration. The Company intends to contest the claims vigorously.
We are not currently subject to any other material pending legal proceedings.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

Pursuant to the terms of the Certificate of Designations, Rights and Preferences of our Series A Preferred Stock, we are required to pay dividends in cash or shares of our common stock, semi-annually, at the rate of 6% per annum. If funds are not currently available to pay cash dividends or if a cash payment of dividends would be impermissible under Delaware law, we may in certain circumstances pay such dividends in shares of the Company's common stock. In order to pay such dividends in shares of the Company's common stock, there must either be an effective

registration statement covering the resale of the dividend shares, the resale must be permissible subject to an exemption from registration, or the respective holders of Series A Preferred Stock must agree to accept restricted common stock as payment of such dividends. In the event none of these three circumstances are met, and the dividends have not been paid in cash or shares of the Company's common stock, the dividends shall continue to accrue until they are paid in cash or shares of the Company's common stock. Pursuant to the terms of the Certificate of Designations, Rights and Preferences of our Series B Preferred Stock, we are required to pay dividends in cash or shares of our common stock, semi-annually, at the rate of 12% per annum. The Company has accrued as of September 30, 2013, dividends payable in the aggregate amount of $5,870,000.

Pursuant to the terms of an Investor Rights Agreement with the purchasers of Series A Preferred Stock, the Company is required to maintain an effective registration statement with respect to certain shares issuable upon conversion of our outstanding preferred stock. A registration statement filed by us relating to a portion of such securities was declared effective on November 13, 2008. However, as of September 30, 2013, the SEC had not yet declared a registration statement effective with respect to all of the shares covered by the Investor Rights Agreement, and as a result, we have accrued as of September 30, 2013, $857,000 in liquidated damages.

ITEM 6. EXHIBITS.

Exhibits:

31.1	Certification of Chief Executive Officer of Access Pharmaceuticals, Inc. filed pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer of Access Pharmaceuticals, Inc. filed pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of Chief Executive Officer of Access Pharmaceuticals, Inc. filed pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification of Chief Financial Officer of Access Pharmaceuticals, Inc. filed pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document**
101.SCH	XBRL Taxonomy Schema**
101.CAL	XBRL Taxonomy Calculation Linkbase Document**
101.DEF	XBRL Taxonomy Definition Linkbase Document**
101.LAB	XBRL Taxonomy Label Linkbase Document**

101.PRE	XBRL Taxonomy Presentation Linkbase Document**

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* This exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filings under the Securities Act of 1933 or the Securities and Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

** These exhibits are interactive data files and are deemed furnished, not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability under these sections.

SIGNATURES

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, thereunto duly authorized.

ACCESS PHARMACEUTICALS, INC.

Date: November 14, 2013

By: /s/ Jeffrey B. Davis
Jeffrey B. Davis
Chief Executive Officer
(Principal Executive Officer)

Date: November 14, 2013

By: /s/ Stephen B. Thompson
Stephen B. Thompson
Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

Access Pharmaceuticals, Inc. and Subsidiaries

Condensed Consolidated Balance Sheets

ASSETS	September 30, 2013 (unaudited)	December 31, 2012
Current assets	$	$
Cash and cash equivalents	899,000	396,000
Receivables	56,000	840,000
Inventory	-	194,000
Prepaid expenses and other current assets	89,000	251,000
Total current assets	1,044,000	1,681,000
Property and equipment, net	6,000	7,000
Other assets	42,000	42,000
Total assets	$ 1,092,000	$ 1,730,000
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable	$ 706,000	$ 2,039,000
Accrued expenses	857,000	857,000
Dividends payable	5,870,000	3,486,000
Current portion of deferred revenue	577,000	247,000
Total current liabilities	8,010,000	6,629,000
Derivative liability - warrants	131,000	271,000
Derivative liability - preferred stock	729,000	9,200,000
Long-term deferred revenue	5,386,000	2,706,000
Total liabilities	14,256,000	18,806,000
Commitments and contingencies		
Stockholders' deficit		
Convertible preferred stock Series A - $.01 par value; authorized 2,000,000 shares; 2,903.3617 shares issued at September 30, 2013 and 2,913.3617 shares issued at December 31, 2012		-
Convertible preferred stock Series B - $.01 par value; authorized 2,000,000 shares; 1,000 shares issued at September 30, 2013 and 1,000 shares issued at December 31, 2012	-	-
Common stock - $.01 par value; authorized 200,000,000 shares; issued, 25,510,443 at September 30, 2013 and 24,732,312 at December 31, 2012	255,000	247,000
Additional paid-in capital	251,235,000	250,653,000
Treasury stock, at cost – 163 shares	(4,000)	(4,000)
Accumulated deficit	(264,650,000)	(267,972,000)
Total stockholders' deficit	(13,164,000)	(17,076,000)
Total liabilities and stockholders' deficit	$ 1,092,000	$ 1,730,000

The accompanying notes are an integral part of these condensed consolidated statements.

Access Pharmaceuticals, Inc. and Subsidiaries

Condensed Consolidated Statements of Operations
(unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012
Revenues				
Product sales	$ -	$ 781,000	$ 1,542,000	$ 1,950,000
License revenues	144,000	62,000	290,000	1,384,000
Royalties	45,000	28,000	48,000	64,000
Total revenues	189,000	871,000	1,880,000	3,398,000
Expenses				
Research and development	236,000	308,000	756,000	1,712,000
Product costs	7,000	79,000	125,000	201,000
Selling, general and administrative	642,000	1,422,000	4,117,000	4,491,000
Depreciation and amortization	-	18,000	2,000	91,000
Total expenses	885,000	1,827,000	5,000,000	6,495,000
Loss from operations	(696,000)	(956,000)	(3,120,000	(3,097,000)
Interest and miscellaneous income	46,000	111,000	215,000	112,000
Interest and other expense	(96,000)	(186,000)	(182,000)	(524,000)
Warrant extension expense	-	-	-	(2,316,000)
Gain on change in fair value of derivative - warrants	168,000	64,000	140,000	1,236,000
Gain (loss) on change in fair value of derivative - preferred stock	421,000	(13,900,000)	8,471,000	(25,770,000)
	539,000	(13,911,000)	8,644,000	(27,262,000)
Net income (loss)	(157,000)	(14,867,000)	5,524,000	(30,359,000)
Less preferred stock dividends	742,000	444,000	2,202,000	1,323,000
Net income (loss) allocable to common stockholders	$ (899,000)	$ (15,311,000)	$ 3,322,000	$ (31,682,000)
Net income (loss) per common share				
Basic	$ (0.04)	$ (0.63)	$ 0.13	$ (1.31)
Diluted	$ (0.04)	$ (0.63)	$ 0.13	$ (1.31)
Weighted average number of common shares outstanding				
Basic	25,432,750	24,173,705	25,117,447	24,135,585
Diluted	25,432,750	24,173,705	25,356,636	24,135,585

The accompanying notes are an integral part of these condensed consolidated statements.

Access Pharmaceuticals, Inc. and Subsidiaries

Condensed Consolidated Statements of Stockholders' Deficit
(unaudited)

	Common Stock		Preferred Stock – A		Preferred Stock – B				
	Shares	Amount	Shares	Amount	Shares	Amount	Additional paid-in capital	Treasury stock	Accumulated deficit
Balance December 31, 2012	24,732,312	$ 247,000	2,913.3617	$ -	1,000.0	$ -	$ 250,653,000	$ (4,000)	$ (267,972,000)
Common stock issued for services	28,043	-	-	-	-	-	10,000	-	-
Common stock issued to employees	73,500	1,000	-	-	-	-	28,000	-	-
Stock option compensation expense	-	-	-	-	-	-	77,000	-	-
Preferred dividends	-	-	-	-	-	-	-	-	(727,000)
Net income	-	-	-	-	-	-	-	-	4,081,000
Balance March 31, 2013	24,833,855	$ 248,000	2,913.3617	$ -	1,000.0	$ -	$ 250,768,000	$ (4,000)	$ (264,618,000)
Common stock issued for services	174,588	2,000	-	-	-	-	85,000	-	-
Common stock issued to employees	73,500	1,000	-	-	-	-	36,000	-	-
Common stock issued for cash exercise of options	50,000	-	-	-	-	-	11,000	-	-
Preferred stock converted into common stock	200,000	2,000	(10.0000)	-	-	-	(2,000)	-	-
Stock option compensation expense	-	-	-	-	-	-	251,000	-	-
Preferred dividends	-	-	-	-	-	-	-	-	(733,000)
Net income	-	-	-	-	-	-	-	-	1,600,000
Balance June 30, 2013	25,331,943	$ 253,000	2,903.3617	$ -	1,000.0	$ -	$ 251,149,000	$ (4,000)	$ (263,751,000)

Table continued on next page.

The accompanying notes are an integral part of these condensed consolidated statements.

Access Pharmaceuticals, Inc. and Subsidiaries

Condensed Consolidated Statements of Stockholders' Deficit
(unaudited)
Table continued from prior page

	Common Stock		Preferred Stock – A		Preferred Stock – B				
	Shares	Amount	Shares	Amount	Shares	Amount	Additional paid-in capital	Treasury stock	Accumulated deficit
Balance June 30, 2013	25,331,943	$ 253,000	2,903.3617	$ -	1,000.0	$ -	$ 251,149,000	$ (4,000)	$ (263,751,000)
Common stock issued for services	30,000	-	-	-	-	-	11,000	-	-
Common stock issued to employees	73,500	1,000	-	-	-	-	32,000	-	-
Common stock issued for cash exercise of options	75,000	1,000	-	-	-	-	17,000	-	-
Stock option compensation expense	-	-	-	-	-	-	26,000	-	-
Preferred dividends	-	-	-	-	-	-	-	-	(742,000)
Net income	-	-	-	-	-	-	-	-	(157,000)
Balance September 30, 2013	25,510,443	$ 255,000	2,903.3617	$ -	1,000.0	$ -	$ 251,235,000	$ (4,000)	$ (264,650,000)

The accompanying notes are an integral part of these condensed consolidated statements.

Access Pharmaceuticals, Inc. and Subsidiaries

Condensed Consolidated Statements of Cash Flows
(unaudited)

	Nine Months ended September 30,	
	2013	2012
Cash flows from operating activities:		
Net income (loss)	$ 5,524,000	$ (30,359,000)
Adjustments to reconcile net income (loss) to cash provided by (used in) operating activities:		
(Gain) on change in fair value of derivative - warrants	(140,000)	(1,236,000)
(Gain) loss on change in fair value of derivative – preferred stock		25,770,000
Warrant extension expense	(8,471,000)	- 2,316,000
Depreciation and amortization	2,000	91,000
Stock option compensation expense	354,000	307,000
Stock issued to directors and employees	99,000	302,000
Stock issued for services	108,000	53,000
Change in operating assets and liabilities:		
Receivables	784,000	(148,000)
Inventory	194,000	(85,000)
Prepaid expenses and other current assets	162,000	11,000
Restricted cash	-	330,000
Other assets	-	13,000
Accounts payable and accrued expenses	(1,333,000)	634,000
Interest payable on dividends	182,000	274,000
Accrued interest payable	-	(79,000)
Deferred revenue	3,010,000	(533,000)
Net cash provided by (used in) operating activities	475,000	(2,339,000)
Cash flows from investing activities:		
Capital expenditures	(1,000)	(15,000)
Net cash used in investing activities	(1,000)	(15,000)
Cash flows from financing activities:		
Proceeds from exercise of stock options	29,000	-
Net cash provided by financing activities	29,000	-
Net increase (decrease) in cash and cash equivalents	503,000	(2,354,000)
Cash and cash equivalents at beginning of period	396,000	2,460,000
Cash and cash equivalents at end of period	$ 899,000	$ 106,000
Supplemental cash flow information:		
Cash paid for interest	*$ -*	*$ 330,000*
Supplemental disclosure of noncash transactions:		
Shares issued for dividends on preferred stock	*-*	*22,000*
Preferred stock dividends in dividends payable	*$ 2,202,000*	*$ 1,323,000*

The accompanying notes are an integral part of these condensed consolidated statements.

Access Pharmaceuticals, Inc. (together with our subsidiaries, "We", "Access" or the "Company") is a Delaware corporation. We are an emerging biopharmaceutical company focused on developing a range of pharmaceutical and medical device products primarily based upon our nanopolymer chemistry technologies and other drug delivery technologies.

(1) Interim Financial Statements

The condensed consolidated balance sheet as of September 30, 2013, the condensed consolidated statements of operations for the three and nine months ended September 30, 2013 and 2012, the condensed consolidated statements of stockholders' deficit for the three and nine months ended September 30, 2013, and the condensed consolidated statements of cash flows for the nine months ended September 30, 2013 and 2012, were prepared by management without audit. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, except as otherwise disclosed, necessary for the fair presentation of the financial position, results of operations, and changes in financial position for such periods, have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the U. S. have been condensed or omitted. It is suggested that these interim financial statements be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2012. The results of operations for the period ended September 30, 2013 are not necessarily indicative of the operating results which may be expected for a full year. The condensed consolidated balance sheet as of December 31, 2012 contains financial information taken from the audited Access financial statements as of that date.

The report of our independent registered public accounting firm for the fiscal year ended December 31, 2012 contained an explanatory paragraph to reflect substantial doubt about our ability to continue as a going concern as a result of our history of losses and our liquidity position, as discussed therein and in this Quarterly Report on Form 10-Q. We expect that our capital resources, royalty revenues from MuGard sales and expected receipts due under our license agreements will be adequate to fund our current level of operations into the first quarter of 2014. If we are unable to obtain adequate capital funding in the future or enter into future license agreements for our products, we may not be able to continue as a going concern, which would have an adverse effect on our business and operations, and investors' investment in us may decline.

Certain reclassifications to the consolidated financial statements for all periods presented have been made to conform to the September 30, 2013 presentation.

(2) Liquidity

The Company generated net income allocable to common stockholders of $3,322,000 for the nine months ended September 30, 2013 and a loss of $12,531,000 for the year ended December 31, 2012. At September 30, 2013, our working capital deficit was $6,966,000. Management believes that our current cash, revenues from MuGard sales and expected license fees should fund our expected expenditures into the first quarter of 2014. We will require additional funds to continue operations. These funds are expected to come from royalties, the future sales of equity and/or license agreements. If we are unable to obtain adequate royalties or capital funding in the future or enter into future license agreements for our products, we may not be able to continue as a going concern, which would have an adverse effect on our business and operations, and investors' investment in us may decline.

(3) Fair Value of Financial Instruments

The carrying value of cash equivalents, receivables, accounts payable and accruals approximate fair value due to the short maturity of these items.

GAAP defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. GAAP establishes a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

- Level 1 – Quoted prices in active markets for identical assets or liabilities.
- Level 2 – Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.
- Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets and liabilities. This includes certain pricing models, discounted cash flow methodologies and similar valuation techniques that use significant unobservable inputs.

GAAP requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

We have segregated all financial assets and liabilities that are measured at fair value on a recurring basis (at least annually) into the most appropriate level within the fair value hierarchy based on the inputs used to determine the fair value at the measurement date in the table below.

Financial assets and liabilities measured at fair value on a recurring basis as of September 30, 2013 and December 31, 2012 are summarized below:

(in thousands)

Description	As of September 30, 2013	Level 1	Level 2	Level 3	Total Gains
Liabilities:					
Derivative liability-					
warrants	$ 131	$ -	$ 131	$ -	$ 140
preferred stock	$ 729	$ -	$ -	$ 729	$ 8,471

(in thousands)

Description	As of December 31, 2012	Level 1	Level 2	Level 3	Total Gains (Losses)
Liabilities:					
Derivative liability-					
warrants	$ 271	$ -	$ 271	$ -	$ 1,236
preferred stock	$ 9,200	$ -	$ -	$ 9,200	$ (4,770)

In order to calculate the Level 3 Derivative liability - preferred stock, we used the Monte Carlo simulation to estimate future stock prices. The use of valuation techniques requires the Company to make various key assumptions for inputs into the model, including assumptions about the expected future volatility of the price of the Company's stock. In estimating the fair value at September 30, 2013 and December 31, 2012, we based our selected volatility on the one-year historic volatility of the Company's stock as we believe this is most representative of the expected volatility in the near future for the Company.

(4) Stock Based Compensation

For the three and nine months ended September 30, 2013, we recognized stock-based compensation expense of $26,000 and $354,000, respectively. For the three and nine months ended September 30, 2012 we recognized stock-based compensation expense of $85,000 and $307,000, respectively.

The following table summarizes stock-based compensation for the three and nine months ended September 30, 2013 and 2012:

	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012
Research and development	$ 9,000	$ 9,000	$ 28,000	$ 83,000
Selling, general and administrative	17,000	76,000	326,000	224,000
Stock-based compensation expense included in operating expense	$ 26,000	$ 85,000	$ 354,000	$ 307,000

For both the three and nine months ended September 30, 2013 we granted no stock options. For the three and nine months ended September 30, 2012 we granted 0 and 510,000 stock options, respectively.

Our weighted average Black-Scholes fair value assumptions used to value the grants in the first nine months of 2012 are as follows:

	9/30/12
Expected life[b]	5.5 yrs
Risk free interest rate	0.6 %
Expected volatility[a]	96 %
Expected dividend yield	0.0 %

[a] Reflects movements in our stock price over the most recent historical period equivalent to the expected life.
[b] Based on the simplified method.

(5) Litigation

Alan Schmidt, a former shareholder of Genaera Corporation ("Genaera"), and a former unitholder of the Genaera Liquidating Trust (the "Trust"), filed a purported class action in the United States District Court for the Eastern District of Pennsylvania in June 2012. The lawsuit named thirty defendants, including the Company, MacroChem Corporation, which was acquired by the Company in February 2009, Jeffrey Davis, the CEO and a director of the Company, and Steven H. Rouhandeh and Mark Alvino, both of whom are Company directors (the "Access Defendants"). With respect to the Access Defendants, the complaint alleged direct and derivative claims asserting that directors of Genaera and the Trustee of the Trust breached their fiduciary duties to Genaera, Genaera's shareholders and the Trust's unitholders in connection with the licensing and disposition of certain assets, aided and abetted by numerous defendants including the Access Defendants. Schmidt seeks money damages, disgorgement of any distributions received from the Trust, rescission of sales made by the Trust, attorneys' and expert fees, and costs. On December 19, 2012, Schmidt filed an amended complaint which asserted substantially the same allegations with respect to the Access Defendants. On February 4, 2013, the Access Defendants moved to dismiss all claims asserted against them. On August 12, 2013 the court granted the Access Defendants' motions to dismiss and entered judgment in favor of the Access Defendants on all claims. On August 26, 2013, Schmidt filed a motion for reconsideration. On September 10, 2013 Schmidt filed a Notice of Appeal with the District Court. On September 17, 2013, Schmidt filed his appeal with the U.S. Third Circuit Court of Appeals. On September 25, 2013, the District Court denied Schmidt's motion for reconsideration. On October 17, 2013, Schmidt amended his appeal to include the District court's denial of his motion for reconsideration. The Company intends to contest the claims vigorously.
We are not currently subject to any other material pending legal proceedings.

(6) Basic and Diluted Net Income (Loss) Per Common Share

Basic net income or loss per share is based upon the weighted average number of common shares outstanding during the period. Diluted net income or loss per share is based upon the weighted average number of common shares outstanding during the period, plus the effect of additional weighted average common equivalent shares outstanding during the period when the effect of adding such shares is dilutive. Common equivalent shares result from the assumed exercise of outstanding stock options and warrants (the proceeds of which are then assumed to have been used to repurchase outstanding stock using the treasury stock method). In addition, the assumed proceeds under the treasury stock method include the average unrecognized compensation expense of stock options that are in-the-money. This results in the "assumed" buyback of additional shares, thereby reducing the dilutive impact of stock options and warrants. Common equivalent shares have not been included in the net loss per share calculations for three and nine months ended September 30, 2012 and the three months ended September 30, 2013, because the effect of including them would have been anti-dilutive.

Basic and diluted net income (loss) per share were determined as follows:

(in thousands, except share and per share amounts)

	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012
Net income (loss)	$ (899)	$ (15,311)	$ 3,322	$ (31,682)
Weighted average shares outstanding	25,432,750	24,173,705	25,117,447	24,135,585
Basic net income (loss) per common share	$ (0.04)	$ (0.63)	$ 0.13	$ (1.31)
Net income (loss)	$ (899)	$ (15,311)	$ 3,322	$ (31,682)
Weighted average shares outstanding	25,432,750	24,173,705	25,117,447	24,135,585
Effect of dilutive options and warrants	-	-	239,189	-
Weighted average shares outstanding assuming dilution	25,432,750	24,173,705	25,356,636	24,135,585
Diluted net income (loss) per common share	$ (0.04)	$ (0.63)	$ 0.13	$ (1.31)

We did not include the following securities in the table below in the computation of diluted net income (loss) per common share because the securities were anti-dilutive during the periods presented:

	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012
Warrants	35,643,943	15,733,943	35,643,943	15,733,943
Stock options	2,509,784	2,668,784	1,959,784	2,668,784
Preferred stock Series A	58,067,234	20,264,551	58,067,234	20,264,551
Preferred stock Series B	20,000,000	-	20,000,000	-
Total	116,220,961	38,667,278	115,670,961	38,667,278

CERTIFICATION

I, Jeffrey B. Davis, certify that:

1. I have reviewed this report on Form 10-Q of Access Pharmaceuticals, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this quarterly report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2013

/s/ Jeffrey B. Davis
Jeffrey B. Davis
Chief Executive Officer

CERTIFICATION

I, Stephen B. Thompson, certify that:

1. I have reviewed this report on Form 10-Q of Access Pharmaceuticals, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this quarterly report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2013

/s/ Stephen B. Thompson
Stephen B. Thompson
Chief Finance Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF
THE SARBANES-OXLEY ACT OF 2002

The certification set forth below is hereby made solely for the purpose of satisfying the requirements of Section 906 of the Sarbanes-Oxley Act of 2002 and may not be relied upon or used for any other purposes.

In connection with the Quarterly Report of Access Pharmaceuticals, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jeffrey B. Davis, Chief Executive Officer certify pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002, that (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 or other document authenticating, acknowledging or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Signed at the City of Dallas, in the State of Texas, this 14th day of November, 2013.

/s/ Jeffrey B. Davis
Jeffrey B. Davis
Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF
THE SARBANES-OXLEY ACT OF 2002

The certification set forth below is hereby made solely for the purpose of satisfying the requirements of Section 906 of the Sarbanes-Oxley Act of 2002 and may not be relied upon or used for any other purposes.

In connection with the Quarterly Report of Access Pharmaceuticals, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Stephen B. Thompson, Chief Finance Officer certify pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002, that (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 or other document authenticating, acknowledging or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Signed at the City of Dallas, in the State of Texas, this 14th day of November, 2013.

/s/ Stephen B. Thompson
Stephen B. Thompson
Chief Finance Officer