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

FORM 10-Q

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

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 1997

Commission File Number 0-9314

ACCESS PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

Delaware	83-0221517
(State of Incorporation)	(I.R.S. Employer I.D. No.)

2600 Stemmons Frwy, Suite 176, Dallas, TX 75207
(Address of principal executive offices)

Telephone Number (214) 905-5100

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 requirement for the past 90 days.

Yes X No

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

Common stock outstanding as of May 14, 1997 31,391,324 shares, $0.04 par value

Total No. of Pages 11

PART I -- FINANCIAL INFORMATION

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

RECENT DEVELOPMENTS

On April 25, 1997, the Company filed a Definitive Proxy Statement with the Securities and Exchange Commission requesting shareholder approval to amend Access' Certificate of Incorporation, as amended, to effect a recapitalization of the Company through a one for four reverse stock split of Access common stock (the "Common Stock") and decrease the number of authorized shares of Common Stock from 60.0 million to 25.0 million.

This proposal, if approved, would decrease the number of outstanding shares of Common Stock from approximately 31.4 million to 7.9 million.

If the proposal is approved by shareholders, the Company intends to submit an application for listing on the NASDAQ SmallCap Market or an exchange if it meets all qualifications for such listing. The Company believes that securing a NASDAQ or an exchange listing along with the reverse split would improve Access' ability to finance the Company's research activities under more favorable terms since institutional investors and investment community members which generally have restrictions on investing in unlisted companies. There can be no assurances the market price immediately after the implementation of the proposed reverse stock split will increase, and if it does increase, there can be no assurance that such increase can be maintained for any period of time, or that such market price will approximate four times the market price before the proposed reverse stock split. There can be no assurances that the Company will be listed on the NASDAQ SmallCap Market or an exchange.

On February 5, 1997 the Company announced the signing of a letter of intent to enter into collaboration with The Dow Chemical Company ("Dow") for the development of products incorporating Dow's chelation technology and Access' bioresponsive polymer systems. The closing of the agreement is subject to negotiation of definitive documents and final approval by both parties. The collaboration will focus on the development of MRI contrast agents and radiopharmaceutical diagnostics and therapeutics. The advancement of the Access developments in these areas are dependent on securing chelation technology, which encapsulates metals to avoid adverse effects on the body.

On April 26, 1996, Access Pharmaceuticals, Inc. ("Access" or "the Company") executed a letter of intent to acquire Tacora Corp., a privately-held pharmaceutical company based in Seattle. The transaction is expected to close shortly. Under the terms of the letter of intent, the purchase price is contingent upon the achievement of certain milestones. In addition to cash of $250,000 and $100,000 in common stock paid at closing, stock up to a maximum value of $14,000,000 could be payable to Tacora's shareholders over a 30 month period on an escalating value over the milestone period. The consummation of the transaction is subject to customary conditions

to closing and approval of the stockholders of Tacora Corp.

Liquidity and Capital Resources

Working capital as of March 31, 1997 was $3,175,000, a decrease of $769,000 as compared to the working capital as of December 31, 1996 of $3,944,000. The decrease in working capital was anticipated and was due to operating expenses for research and development and general and administrative expenses offset by licensing revenue and interest income.

Royalty revenues and other significant revenues are not expected during the remainder of 1997. Research and development expenditures to advance products into human testing will remain high for several years and will require the Company to enter into collaborations with partners and/or to raise additional funds through equity financing. There can be no assurance that the Company will be successful in attaining a partner or future equity financing on acceptable terms to complete the testing of its products.

With the Company's current budget and it's anticipated option and licensing revenues, management believes working capital will cover planned operations through the end of 1998. If the anticipated revenues are delayed or do not occur or the Company is unsuccessful in raising additional capital on acceptable terms, research and development and general and administrative expenditures would be curtailed so that working capital would cover operations through approximately the end of 1998.

First Quarter 1997
Compared to
First Quarter 1996

The Company had $138,000 in licensing revenue in the first quarter 1997 as compared to $165,000 in option income in 1996. First quarter 1997 revenues were comprised of licensing income from an ongoing agreement while 1996 option revenues were from an option agreement for rights to certain of the Company's technology that terminated in April 1996.

Total research spending for the first quarter of 1997 was $504,000 as compared to $208,000 for the same period in 1996, an increase of $296,000. The increase in expenses was the result of the increase in staffing for projects and external contract research costs. Research spending is expected to increase in future quarters as the Company has hired additional scientific management and staff and is accelerating activities to develop the Company's product candidates.

Total general and administrative expenses were $405,000 for the first quarter of 1997, an increase of $96,000 as compared to the same period in 1996. The increase in spending was due primarily to the following: salaries and salary related expenses of recently hired employees-$60,000; increased general business consulting fees-$34,000; director fees and director and officer insurance- $17,000; offset by other net miscellaneous decreases- $15,000.

Excess purchase price over the fair value of Chemex Pharmaceuticals, Inc.'s ("Chemex") net assets of $8,314,000 was recorded and written off in the first quarter of 1996 due to an immediate impairment of the excess purchase price.

Interest and miscellaneous income was $47,000 for the first quarter of 1997 as compared to $30,000 for the same period in 1996, an increase of $17,000. The increase was due to interest income from higher cash balance due to $6 million in gross proceeds from a private placement of 8.57 million shares of common stock in March 1996.

Total expenses in the first quarter of 1997 were $941,000, with licensing income and interest income of $185,000, resulting in a loss for the quarter of $764,000, or $.02 per share.

Certain statements in this Form 10-Q including Management's Discussion and Analysis of Financial Condition and Results of Operations, are forward-looking statements that involve risks and uncertainties. In addition to the risks and uncertainties set forth in this Form 10-Q, other factors could cause actual results to differ materially, including but not limited to the Company's research and development focus, uncertainties associated with research and development activities, future capital requirements, anticipated option and licensing revenues, dependence on others, and other risks detailed in the Company's reports filed under the Securities Exchange Act, including but not limited to the Company's Annual Report on Form 10-K for the year ended December 31, 1996.

PART II -- OTHER INFORMATION

ITEM 1 LEGAL PROCEEDINGS

None

ITEM 2 CHANGES IN SECURITIES

None

ITEM 3 DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None

ITEM 5 OTHER INFORMATION

On April 25, 1997, the Company filed a Definitive Proxy Statement with the Securities and Exchange Commission requesting shareholder approval to amend Access' Certificate of Incorporation, as amended, to effect a recapitalization of the Company through a one for four reverse stock split of Access common stock (the "Common Stock") and decrease the number of authorized shares of Common Stock from 60.0 million to 25.0 million. This proposal, if approved, would decrease the number of outstanding shares of Common Stock from approximately 31.4 million to 7.9 million.

If the proposal is approved by shareholders, the Company intends to submit an application for listing on the NASDAQ SmallCap Market or an exchange if it meets all qualifications

for such listing. The Company believes that securing a NASDAQ or an exchange listing along with the reverse split would improve Access' ability to finance the Company's research activities under more favorable terms since institutional investors and investment community members which generally have restrictions on investing in unlisted companies. There can be no assurances the market price immediately after the implementation of the proposed reverse stock split will increase, and if it does increase, there can be no assurance that such increase can be maintained for any period of time, or that such market price will approximate four times the market price before the proposed reverse stock split. There can be no assurances that the Company will be listed on the NASDAQ SmallCap Market or any exchange.

On February 5, 1997 the Company announced the signing of a letter of intent to enter into collaboration with The Dow Chemical Company ("Dow") for the development of products incorporating Dow's chelation technology and Access' bioresponsive polymer systems. The closing of the agreement is subject to negotiation of definitive documents and final approval by both parties. The collaboration will focus on the development of MRI contrast agents and radiopharmaceutical diagnostics and therapeutics. The advancement of the Access developments in these areas are dependent on securing chelation technology, which encapsulates metals to avoid adverse effects on the body.

On April 26, 1996, Access Pharmaceuticals, Inc. ("Access" or "the Company") executed a letter of intent to acquire Tacora Corp., a privately-held pharmaceutical company based in Seattle. The transaction is expected to close shortly. Under the terms of the letter of intent, the purchase price is contingent upon the achievement of certain milestones. In addition to cash of $250,000 and $100,000 in common stock paid at closing, stock up to a maximum value of $14,000,000 could be payable to Tacora's shareholders over a 30 month period on an escalating value over the milestone period. The consummation of the transaction is subject to customary conditions to closing and approval of the stockholders of Tacora Corp.

ITEM 6 EXHIBITS AND REPORTS ON FORM 8-K

Exhibits: None

Reports on Form 8-K: None

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: May 14, 1997 By: /s/ Kerry P. Gray

Kerry P. Gray
President and Chief Executive Officer
(Principal Executive Officer)

Date: May 14, 1997 By: /s/ Stephen B. Thompson

Stephen B. Thompson
Chief Financial Officer
(Principal Financial and Accounting Officer)

ACCESS PHARMACEUTICALS, INC.
a development stage company

Balance Sheets

<TABLE>
<CAPTION>

Assets	March 31, 1997	December 31, 1996
<S>	<C>	<C>
Current Assets		
Cash and cash equivalents	$ 3,485,000	$ 4,428,000
Accounts receivable	2,000	1,000
Prepaid expenses and other current assets	171,000	190,000
Total current assets	3,658,000	4,619,000
Property and Equipment, at cost	590,000	585,000
Less accumulated depreciation	(317,000)	(285,000)
	273,000	300,000
Other Assets	9,000	9,000
Total Assets	$ 3,940,000	$ 4,928,000
Liabilities and Stockholders' Equity		
Current Liabilities		
Accounts payable and accrued expenses	$ 282,000	$ 449,000
Accrued insurance premium	55,000	74,000
Current portion of obligations under capital leases	146,000	152,000
Total current liabilities	483,000	675,000
Obligations under capital leases, net of current portion	51,000	83,000
Note payable	110,000	110,000
Total liabilities	644,000	868,000
Stockholders' Equity		
Preferred stock, at March 31, 1997 and December 31, 1996, $.01 par value, authorized 10,000,000 shares, none issued or outstanding	-	-

Common stock, at March 31, 1997 and December 31, 1996 $.04 par value, authorized 60,000,000 shares, issued and outstanding 31,391,324 shares	1,256,000	1,256,000
Additional paid-in capital	18,111,000	18,111,000
Deficit accumulated during the development stage	(16,071,000)	(15,307,000)
Total Stockholders' Equity	3,296,000	4,060,000
Total Liabilities and Stockholders' Equity	$ 3,940,000	$ 4,928,000

</TABLE>

- ---

See accompanying notes to financial statements

ACCESS PHARMACEUTICALS, INC.
a development stage company

Statements of Operations

<TABLE>
<CAPTION>

	Three Months ended March 31, 1997	1996	February 24, 1988 (inception) to March 31, 1997
<S>	<C>	<C>	<C>
Revenues			
Sponsored research and development	$ -	$ -	$ 2,711,000
Licensing revenue	138,000	-	138,000
Option income	-	165,000	2,039,000
Total Revenues	138,000	165,000	4,888,000
Expenses			
Research and development	504,000	208,000	6,680,000
General and administrative	405,000	309,000	5,484,000
Depreciation and amortization	32,000	36,000	926,000
Write-off of excess purchase price	-	8,314,000	8,314,000
Total Expenses	941,000	8,867,000	21,404,000
Loss from operations	(803,000)	(8,702,000)	(16,516,000)
Other Income (Expense)			
Interest and miscellaneous income	47,000	30,000	702,000
Interest expense	(8,000)	(13,000)	(130,000)
Loss before income taxes	(764,000)	(8,685,000)	(15,944,000)
Provision for income taxes	-	-	127,000
Net Loss	$ (764,000)	$ (8,685,000)	$(16,071,000)
Loss per share	($0.02)	($0.34)	
Average number of common and equivalent common shares outstanding	31,391,324	25,535,239	

</TABLE>
- ---
See accompanying notes to financial statements

ACCESS PHARMACEUTICALS, INC.
a development stage company

Statements of Cash Flows

<TABLE>
<CAPTION>

	Three Months ended March 31, 1996	1997	February 24, 1988 (inception) to March 31, 1997
<S>	<C>	<C>	<C>
Cash Flows form Operating Activities			
Net loss	$ (764,000)	$(8,685,000)	$(16,071,000)
Adjustments to reconcile net loss to cash used in operating activities:			
Write-off of excess purchase price	-	8,314,000	8,314,000
Consulting expense related to warrants granted	-	-	344,000
Depreciation and amortization	32,000	36,000	926,000
Change in assets and liabilities:			
Accounts receivable	(1,000)	3,000	(2,000)
Prepaid expenses and other current assets	19,000	(61,000)	(172,000)
Other assets	-	-	(7,000)
Accounts payable and accrued expenses	(186,000)	148,000	290,000
Unearned revenue	-	(150,000)	-
Net Cash Used in Operating Activities	(900,000)	(395,000)	(6,378,000)
Cash Flows From Investing Activities			
Capital expenditures	(5,000)	(1,000)	(1,153,000)
Net Cash Used in Investing Activities	(5,000)	(1,000)	(1,153,000)
Cash Flows From Financing Activities			
Payments of principal on obligations under capital leases	(38,000)	(21,000)	(314,000)
Proceeds from notes payable	-	110,000	721,000
Proceeds from merger with Chemex Pharmaceuticals	-	1,587,000	1,587,000
Proceeds from stock issuances, net	-	5,503,000	9,022,000
Net Cash Provided By (used in) Financing Activities	(38,000)	7,179,000	11,016,000
Net Increase (Decrease) in Cash and Cash Equivalents	(943,000)	6,783,000	3,485,000
Cash and Cash Equivalents at Beginning of Period	4,428,000	30,000	-
Cash and Cash Equivalents at End of Period	$ 3,485,000	$ 6,813,000	$ 3,485,000

Supplemental disclosure of non cash transactions:
eliminations of note payable to Chemex Pharmaceutical due to merger $ - $ 100,000

</TABLE>
- ---
See accompanying notes to financial statements

ACCESS PHARMACEUTICALS, INC.
a development stage company
Notes to Financial Statements
Three Months Ended March 31, 1997 and 1996

(1) Interim Financial Statements

The balance sheet as of March 31, 1997 and the statements of operations and cash flows for the three months ended March 31, 1997 and 1996 were prepared by management without audit. In the opinion of management, all adjustments, including only normal recurring adjustments necessary for the fair presentation of the financial position, results of operations, and changes in financial position for such periods, have been made. Certain reclassifications have been made to prior year financial statements to conform with the March 31, 1997 presentation.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. It is suggested that these financial statements be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report to the SEC on Form 10-K for the year ended December 31, 1996. The results of operations for the period ended March 31, 1997 are not necessarily indicative of the operating results which may be expected for a full year. The balance sheet as of December 31, 1996 contains financial information taken from the audited financial statements as of that date.

(2) With the Company's current budget and it's anticipated option and licensing revenues, management believes working capital will cover planned operations through the end of 1998. If the anticipated revenues are delayed or do not occur or the Company is unsuccessful in raising additional capital on acceptable terms, research and development and general and administrative expenditures would be curtailed so that working capital would cover operations through approximately the end of 1998.

(3) SFAS No. 125. "Accounting For Transfers and Servicing of Financial Assets and Extinguishments of Liabilities", effective for transfers and servicing of financial assets and extinguishments of liabilities occurring after December 31, 1996 was adopted by the Company and does not have a material impact on the Company's financial position, results of operations, or liquidity. This Statement provides accounting and reporting standards for transfers and servicing of financial assets and extinguishments of liabilities based on consistent application of a financial-components approach that focuses on control. It distinguishes transfers of financial assets that are sales from transfers that are secured borrowings.

(4) On April 25, 1997, the Company filed a Definitive

Proxy Statement with the Securities and Exchange Commission requesting shareholder approval to amend Access' Certificate of Incorporation, as amended, to effect a recapitalization of the Company through a one for four reverse stock split of Access common stock (the "Common Stock") and decrease the number of authorized shares of Common Stock from 60.0 million to 25.0 million. This proposal, if approved, would decrease the number of outstanding shares of Common Stock from approximately 31.4 million to 7.9 million.

If the proposal is approved by shareholders, the Company intends to submit an application for listing on the NASDAQ SmallCap Market or an exchange if it meets all qualifications for such listing. The Company believes that securing a NASDAQ or an exchange listing along with the reverse split would improve Access' ability to finance the Company's research activities under more favorable terms since institutional investors and investment community members which generally have restrictions on investing in unlisted companies. There can be no assurances the market price immediately after the implementation of the proposed reverse stock split will increase, and if it does increase, there can be no assurance that such increase can be maintained for any period of time, or that such market price will approximate four times the market price before the proposed reverse stock split. There can be no assurances that the Company will be listed on NASDAQ SmallCap Market or an exchange.

(5) On February 5, 1997 the Company announced the signing of a letter of intent to enter into collaboration with The Dow Chemical Company ("Dow") for the development of products incorporating Dow's chelation technology and Access' bioresponsive polymer systems. The closing of the agreement is subject to negotiation of definitive documents and final approval by both parties. The collaboration will focus on the development of MRI contrast agents and radiopharmaceutical diagnostics and therapeutics. The advancement of the Access developments in these areas are dependent on securing chelation technology, which encapsulates metals to avoid adverse effects on the body.

(6) On April 26, 1996, Access executed a letter of intent to acquire Tacora Corp., a privately-held pharmaceutical company based in Seattle. The transaction is expected to close shortly. Under the terms of the letter of intent, the purchase price is contingent upon the achievement of certain milestones. In addition to cash of $250,000 and $100,000 in common stock paid at closing, stock up to a maximum value of $14,000,000 could be payable to Tacora's shareholders over a 30 month period on an escalating value over the milestone period. The consummation of the transaction is subject to customary conditions to closing and approval of the stockholders of Tacora Corp.

<TABLE> <S> <C>

<ARTICLE> 5
<LEGEND>
THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION FROM THE CONSOLIDATED
BALANCE SHEET AND THE CONSOLIDATED STATEMENT OF INCOME FILED AS PART OF THE
QUARTERLY REPORT ON FORM 10-Q AND IS QUALIFIED IN ITS ENTIRETY BY
REFERENCE TO SUCH QUARTERLY REPORT ON FORM 10-Q.
</LEGEND>

<MULTIPLIER> 1,000

<S> <C>
<PERIOD-TYPE> 3-MOS
<FISCAL-YEAR-END> DEC-31-1997
<PERIOD-START> JAN-01-1997
<PERIOD-END> MAR-31-1997
<CASH> 3,485
<SECURITIES> 0
<RECEIVABLES> 2
<ALLOWANCES> 0
<INVENTORY> 0
<CURRENT-ASSETS> 3,658
<PP&E> 590
<DEPRECIATION> 317
<TOTAL-ASSETS> 3,940
<CURRENT-LIABILITIES> 483
<BONDS> 0
<PREFERRED-MANDATORY> 0
<PREFERRED> 0
<COMMON> 1,256
<OTHER-SE> 2,040
<TOTAL-LIABILITY-AND-EQUITY> 3,940
<SALES> 0
<TOTAL-REVENUES> 138
<CGS> 0
<TOTAL-COSTS> 941
<OTHER-EXPENSES> 0
<LOSS-PROVISION> 0
<INTEREST-EXPENSE> 8
<INCOME-PRETAX> (764)
<INCOME-TAX> 0
<INCOME-CONTINUING> (764)
<DISCONTINUED> 0
<EXTRAORDINARY> 0
<CHANGES> 0
<NET-INCOME> (764)
<EPS-PRIMARY> (.02)
<EPS-DILUTED> (.02)

</TABLE>