SENESCO TECHNOLOGIES INC
Form DEF 14A
October 28, 2008

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

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant x

Filed by a Party other than the Registrant o

Check the appropriate box:

o	Preliminary Proxy Statement
o	**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
x	Definitive Proxy Statement
o	Definitive Additional Materials
o	Soliciting Material Pursuant to §240.14a-12

SENESCO TECHNOLOGIES, INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x	No fee required.	
o	Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.	
	(1)	Title of each class of securities to which transaction applies:
	(2)	Aggregate number of securities to which transaction applies:
	(3)	Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
	(4)	Proposed maximum aggregate value of transaction:
	(5)	Total fee paid:
o	Fee paid previously with preliminary materials.	
o	Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.	
	(1)	Amount Previously Paid:
	(2)	Form, Schedule or Registration Statement No.:
	(3)	Filing Party:
	(4)	Date Filed:

SENESCO TECHNOLOGIES, INC.

303 George Street, Suite 420

New Brunswick, New Jersey 08901

To Our Stockholders:

You are cordially invited to attend the 2008 Annual Meeting of Stockholders of Senesco Technologies, Inc. at 10:00 A.M., local time, on Thursday, December 18, 2008, at the offices of Morgan, Lewis & Bockius LLP at 101 Park Avenue, New York, New York 10178.

The Notice of Meeting and Proxy Statement on the following pages describe the matters to be presented at the meeting.

It is important that your shares be represented at this meeting to assure the presence of a quorum. Whether or not you plan to attend the meeting, we hope that you will have your stock represented by voting *as soon as possible,* by signing, dating and returning your proxy card in the enclosed envelope, which requires no postage if mailed in the United States. Your shares will be voted in accordance with the instructions you have given in your proxy.

Thank you for your continued support.

Sincerely,

/s/ Rudolf Stalder

Rudolf Stalder
Chairman of the Board

SENESCO TECHNOLOGIES, INC.

303 George Street, Suite 420

New Brunswick, New Jersey 08901

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held December 18, 2008

The Annual Meeting of Stockholders (the Meeting) of Senesco Technologies, Inc., a Delaware corporation (the Company), will be held at the office of Morgan, Lewis & Bockius at 101 Park Avenue, New York, New York 10178 on Thursday, December 18, 2008, at 10:00 A.M., local time, for the following purposes:

1. To elect nine (9) directors to serve until the next Annual Meeting of Stockholders and until their respective successors shall have been duly elected and qualified.

2. To (i) approve the Senesco Technologies, Inc. 2008 Incentive Compensation Plan and (ii) increase the number of shares of common stock reserved for issuance thereunder.

3. To transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The holders of common stock (the Stockholders) of record at the close of business on October 23, 2008 (the Record Date), are entitled to notice of and to vote at the Meeting, or any adjournment or adjournments thereof. A complete list of such Stockholders will be open to the examination of any Stockholder at the Company s principal executive offices at 303 George Street, Suite 420, New Brunswick, New Jersey 08901 for a period of ten (10) days prior to the Meeting and at the New York offices of Morgan, Lewis & Bockius on the day of the Meeting. The Meeting may be adjourned from time to time without notice other than by announcement at the Meeting; *provided, however*, if the adjournment is for more than thirty (30) days after the date of the Meeting, or if after the adjournment a new Record Date is fixed for the adjourned meeting, a notice of the adjourned meeting is required to be given to each Stockholder.

IT IS IMPORTANT THAT YOUR SHARES BE REPRESENTED REGARDLESS OF THE NUMBER OF SHARES YOU MAY HOLD. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING IN PERSON, PLEASE COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY CARD PROMPTLY IN THE ENCLOSED RETURN ENVELOPE. THE PROMPT RETURN OF PROXIES WILL ENSURE A QUORUM AND SAVE THE COMPANY THE EXPENSE OF FURTHER SOLICITATION. EACH PROXY GRANTED MAY BE REVOKED BY THE STOCKHOLDER APPOINTING SUCH PROXY AT ANY TIME BEFORE IT IS VOTED. IF YOU RECEIVE MORE THAN ONE PROXY CARD BECAUSE YOUR SHARES ARE REGISTERED IN DIFFERENT NAMES OR ADDRESSES, EACH PROXY CARD SHOULD BE SIGNED AND RETURNED TO ENSURE THAT ALL OF YOUR SHARES WILL BE VOTED.

Important Notice Regarding the Availability of

Proxy Materials for the Annual Meeting of Stockholders to be held on December 18, 2008

Our proxy statement is attached. Financial and other information concerning our company is contained in our Annual Report for the year ended June 30, 2008. Pursuant to new rules promulgated by the SEC, we have elected to provide access to our proxy materials both by sending you this full set of proxy materials, including a proxy card, and by notifying you of the availability of our proxy materials on the Internet. This proxy statement and our 2008 Annual Report are available on our website at *www.senesco.com*.

By Order of the Board of Directors

/s/ Sascha P. Fedyszyn
Sascha P. Fedyszyn
Secretary

New Brunswick, New Jersey
October 28, 2008

SENESCO TECHNOLOGIES, INC.

303 George Street, Suite 420

New Brunswick, New Jersey 08901

PROXY STATEMENT

This proxy statement is furnished in connection with the solicitation by the board of directors, or the board, of Senesco Technologies, Inc., a Delaware corporation, referred to herein as Senesco, we, us or our, of proxies to be voted at our Annual Meeting of Stockholders to be held on Thursday, December 18, 2008, referred to herein as the Meeting, at the offices of Morgan Lewis & Bockius, LLP at 101 Park Avenue, New York, New York 10178, at 10:00 A.M., local time, and at any adjournment or adjournments thereof. The holders of record of our common stock, $0.01 par value per share, also referred to herein as common stock, as of the close of business on October 23, 2008, also referred to herein as the Record Date, will be entitled to notice of and to vote at the Meeting and any adjournment or adjournments thereof. As of the Record Date, there were 18,573,184 shares of our common stock issued and outstanding and entitled to vote. Each share of our common stock is entitled to one vote on any matter presented at the Meeting.

If proxies in the accompanying form are properly voted and received, the shares of our common stock represented thereby will be voted in the manner specified therein. If not otherwise specified, the shares of our common stock represented by the proxies will be voted:

1. FOR the election of the nine (9) nominees named below as directors;

2. FOR (i) the approval of the Senesco Technologies, Inc. 2008 Incentive Compensation Plan and (ii) the increase of the number of shares of common stock reserved for issuance under such plan by 4,000,000; and

3. In the discretion of the persons named in the enclosed form of proxy, on any other proposals which may properly come before the Meeting or any adjournment or adjournments thereof.

Any stockholder who has submitted a proxy may revoke it at any time before it is voted, by written notice addressed to and received by our Corporate Secretary, by submitting a duly executed proxy bearing a later date or by electing to vote in person at the Meeting. The mere presence at the Meeting of the person appointing a proxy does not, however, revoke the appointment.

The presence, in person or by proxy, of holders of shares of our common stock having a majority of the votes entitled to be cast at the Meeting shall constitute a quorum. The affirmative vote by the holders of a plurality of the shares of our common stock represented at the Meeting is required for the election of directors, provided a quorum is present in person or by proxy. The vote of a majority of the outstanding shares of our common stock present in person or represented by proxy is necessary to approve Proposal No. 2 and to approve any other business.

Abstentions are included in the shares present at the Meeting for purposes of determining whether a quorum is present, and are counted as a vote against for purposes of determining whether any of the foregoing proposals are approved. Broker non-votes are when shares are represented at the Meeting by a proxy specifically conferring only limited authority to vote on certain matters and no authority to vote on other matters. Therefore, broker non-votes are included in the determination of the number of shares represented at the Meeting for purposes of determining whether a quorum is present but are not counted for purposes of determining whether a proposal has been approved in matters where the proxy does not confer the authority to vote on such proposal. In this year s vote, brokers are entitled to vote on Proposal No. 1, but not on Proposal No. 2. Accordingly, broker non-votes are not counted as a vote against and will not affect the outcome of Proposal No. 2.

Your vote is very important. All properly executed proxy cards delivered pursuant to this solicitation and not revoked will be voted at the Meeting in accordance with the directions given. In voting by proxy with regard to the election of directors, you may vote in favor of all nominees, withhold your votes as to all nominees or withhold your votes as to specific nominees. With regard to other proposals, you may vote in favor of each proposal or against each proposal, or in favor of some proposals and against others or you may abstain from voting on any or all proposals. You should specify your respective choices on the proxy card. If you do not give specific instructions with regard to the matters to be voted upon, the shares of common stock represented by your signed proxy card will be voted FOR Proposal Nos. 1 and 2. If any other matters properly come before the Annual Meeting, the persons named as proxies will vote for or against these matters according to their best judgment.

You may revoke your proxy and reclaim your right to vote up to and including the day of the Meeting by giving written notice to the Secretary of Senesco, by delivering a proxy card dated after the date of the proxy or by voting in person at the Meeting. All written notices of revocation and other communications with respect to revocations of proxies should be addressed to: Secretary, Senesco Technologies, Inc., 303 George Street, Suite 420, New Brunswick, New Jersey 08901.

On or about November 7, 2008, this proxy statement, together with the related proxy card, is being mailed to our stockholders of record as of the Record Date. Our annual report to our stockholders for the fiscal year ended June 30, 2008, or Fiscal 2008, including our financial statements, is being mailed together with this proxy statement to all of our stockholders of record as of the Record Date. In addition, we have provided brokers, dealers, banks, voting trustees and their nominees, at our expense, with additional copies of our annual report so that our record holders could supply these materials to our beneficial owners as of the Record Date.

Our common stock is listed on the NYSE Alternext under the symbol SNT . On October 23, 2008, the closing price for the common stock as reported by NYSE Alternext was $0.98 per share.

PROPOSAL NO. 1 ELECTION OF DIRECTORS

At the Meeting, nine (9) directors are to be elected, which number shall constitute our entire board, to hold office until the next annual meeting of stockholders and until their successors shall have been duly elected and qualified.

Unless otherwise specified in the proxy, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby for the election as directors, each of the nominees whose names and biographies appear below. All of the nominees whose names and biographies appear below are at present our directors. In the event any of the nominees should become unavailable or unable to serve as a director, it is intended that votes will be cast for a substitute nominee designated by our board. Our board has no reason to believe that the nominees named will be unable to serve if elected. Each nominee has consented to being named in this proxy statement and to serve if elected.

The following are the nominees for election to our board, and all of these nominees are current members of our board:

Name	Age	Served as a Director Since	Position with Senesco
Rudolf Stalder	67	1999	Chairman of the Board and Director
Bruce C. Galton	56	2001	President, Chief Executive Officer and Director
John E. Thompson, Ph.D.	67	2001	Executive Vice President, Chief Scientific Officer and Director
John N. Braca	50	2003	Director
Christopher Forbes	57	1999	Director
Thomas C. Quick	53	1999	Director
David Rector	61	2002	Director
Jack Van Hulst	69	2007	Director
Harlan W. Waksal, M.D.	55	2008	Director

The principal occupations and business experience, for at least the past five (5) years, of each director and nominee is as follows:

Rudolf Stalder has been our director since February 1999 and was appointed as our Chairman and Chief Executive Officer on January 10, 2000. On October 4, 2001, Mr. Stalder resigned as our Chief Executive Officer. Mr. Stalder is a former member of the Executive Boards of Credit Suisse Group and Credit Suisse First Boston and former Chief Executive Officer of the Americas Region of Credit Suisse Private Banking. Mr. Stalder joined Credit Suisse in 1980 as a founding member and Deputy Head of the Multinational Services Group. In 1986, he became Executive Vice President. He was named to Credit Suisse s Executive Board in 1989. In 1990, he became Head of the Commercial Banking Division and a Member of the Executive Committee. From 1991 to 1995, Mr. Stalder was Chief Financial Officer of Credit Suisse First Boston and a Member of the Executive Boards of Credit Suisse Group and Credit Suisse First Boston. He became head of the Americas Region of Credit Suisse Private Banking in 1995 and retired in 1998. Prior to moving to the United States, Mr. Stalder was a member of the Board of Directors for several Swiss subsidiaries of major corporations including AEG, Bayer, BTR, Hoechst, Saint Gobain, Solvay and Sony. He is a fellow of the World Economic Forum. He currently serves on the Board of the Greater Bridgeport Symphony. He was a member of the Leadership Committee of the Consolidated Corporate Fund of Lincoln Center for the Performing Arts, Board of The American Ballet Theatre and a Trustee of Carnegie Hall. From 1991 through 1998, Mr. Stalder was Chairman of the New York Chapter of the Swiss-American Chamber of Commerce. He continues to serve as an Advisory Board Member of the American-Swiss Foundation. Mr. Stalder received a diploma in advanced finance management at the International Management Development Institute in Lausanne, Switzerland in 1976. He completed the International Senior Managers Program at Harvard University in 1985.

Bruce C. Galton has been our director since November 2001, and he was appointed our President and Chief Executive Officer on October 4, 2001. From April 2000 until June 2001, when it was acquired by Transgenomic, Inc., Mr. Galton was President and Chief Operating Officer and a director of Annovis, Inc., a manufacturer of specialty chemicals for DNA synthesis with operations in Pennsylvania and Glasgow, United Kingdom. From January 1985 to May 1999, Mr. Galton held various senior management positions at Cistron Biotechnology, Inc., including President and Chief Operating Officer from 1988 to 1997 and Chairman and Chief Executive Officer from 1997 to 1999. Cistron Biotechnology, Inc. was engaged in the research and development of certain cytokines, which act as key immune regulators. Mr. Galton is a trustee of the Interfaith Food Pantry (Morris County New Jersey) and is a former member of the Borough of Madison, New Jersey Downtown Development Commission and a former trustee of the Museum of Early Trades and Crafts. Mr. Galton had also served as a Councilman from 1996 through 1998 and a member of Madison s Planning Board from 1994 through 1998. Mr. Galton received a Bachelor of Science in Commerce with a major in Accounting from the University of Virginia in 1974 and an Master of Business Administration in Finance from Fairleigh Dickinson University in 1977.

John E. Thompson, Ph.D. has been our director since October 2001. Dr. Thompson was appointed our President and Chief Executive Officer in January 1999, and he continued in that capacity until September 1999 when he was appointed Executive Vice President of Research and Development. In July 2004, Dr. Thompson became our Executive Vice President and Chief Scientific Officer. Dr. Thompson is the inventor of the technology that we develop. Since July 2001, he has been the Associate Vice President, Research and, from July 1990 to June 2001, he was the Dean of Science at the University of Waterloo in Waterloo, Ontario, Canada. Dr. Thompson has a Ph.D. in Biology from the University of Alberta, Edmonton, and he is a Fellow of the Royal Society of Canada. Dr. Thompson is also the recipient of a Lady Davis Visiting Fellowship, the Sigma Xi Award for Excellence in Research, the CSPP Gold Medal and the Technion Visiting Fellowship.

John N. Braca has been our director since October 2003. Mr. Braca has also served as a director and board observer for other healthcare, technology and biotechnology companies over the course of his career. From April 2006, Mr. Braca has been the managing director of Fountainhead Venture Group, a healthcare information technology venture fund based in the Philadelphia area. From May 2005 through March 2006, Mr. Braca was a consultant and advisor to GlaxoSmithKline management in their research operations. From 1997 to April 2005, Mr. Braca was a general partner and director of business investments for S.R. One, Limited, or S.R. One, the venture capital subsidiary of GlaxoSmithKline. In addition, from January 2000 to July 2003, Mr. Braca was a general partner of Euclid SR Partners Corporation, an independent venture capital partnership. Prior to joining S.R. One, Mr. Braca held various finance and operating positions of increasing responsibility within several subsidiaries and business units of GlaxoSmithKline. Mr. Braca is a licensed Certified Public Accountant in the state of Pennsylvania and is affiliated with the American Institute of Certified Public Accountants and the Pennsylvania Institute of Certified Public Accountants. Mr. Braca received a Bachelor of Science in Accounting from Villanova University and a Master of Business Administration in Marketing from Saint Joseph s University.

Christopher Forbes has been our director since January 1999. Since 1989, Mr. Forbes has been Vice Chairman of Forbes, Inc., which publishes Forbes Magazine and Forbes.com. From 1981 to 1989, Mr. Forbes was Corporate Secretary at Forbes. Prior to 1981, he held the position of Vice President and Associate Publisher. Mr. Forbes has been a director of Forbes, Inc. since 1977. Mr. Forbes is the Chairman of the American Friends of the Louvre, and he also sits on the Boards of The Friends of New Jersey State Museum, The New York Academy of Art, and the Prince Wales Foundation. He is also a member of the Board of Advisors of The Princeton University Art Museum. Mr. Forbes received a Bachelor of Arts degree in Art History from Princeton University in 1972. In 1986, he was awarded the honorary degree of Doctor of Humane Letters by New Hampshire College and in 2003 was appointed a Chevalier of the Legion of Honor by the French Government.

Thomas C. Quick has been our director since February 1999. Since 2003, Mr. Quick has been the President of First Palm Beach Properties, Inc. From 2001 through 2003, Mr. Quick was the Vice Chairman of Quick & Reilly/Fleet Securities, Inc., successor to The Quick & Reilly Group, Inc., a holding company for four (4) major financial services businesses. From 1996 until 2001, Mr. Quick was the President and Chief Operating Officer and a director of Quick & Reilly/Fleet Securities, Inc. From 1985 to 1996, he was President of Quick & Reilly, Inc., a Quick & Reilly subsidiary and a national discount brokerage firm. Mr. Quick serves as a member of the Board of Directors and compensation committee of B.F. Enterprises. He is also a member of the Board of Directors of Best Buddies, The American Ireland Fund, Venetian Heritage, Inc. and serves on the Investment Advisory Board for the

St. Jude Children s Hospital. He is a trustee of the National Corporate Theater Fund, Cold Spring Harbor Laboratories, the Norton Museum, the Inter-City Scholarship Foundation of New York City and an advisory board member of Christie, European. Mr. Quick is a graduate of Fairfield University.

David Rector has been our director since February 2002. Mr. Rector also serves as a director and member of the compensation and audit committee of the Dallas Gold and Silver Exchange (formerly Superior Galleries, Inc.) and a director, chairman of the compensation committee and a member of the audit committee of RX Elite, Inc. (formerly Southridge Technology Group, Inc). From May 2004 through December 2006, Mr. Rector had served in senior management positions with Nanoscience Technologies, Inc., a development stage company engaged in the development of DNA Nanotechnology. Also, since 1985, Mr. Rector has been the Principal of The David Stephen Group, which provides enterprise consulting services to emerging and developing companies in a variety of industries. From 1983 until 1985, Mr. Rector served as President and General Manager of Sunset Designs, Inc., a domestic and international manufacturer and marketer of consumer product craft kits, and a wholly-owned subsidiary of Reckitt & Coleman N.A. From 1980 until 1983, Mr. Rector served as the Director of Marketing of Sunset Designs. From 1971 until 1980, Mr. Rector served in progressive roles in both the financial and product marketing departments of Crown Zellerbach Corporation, a multi-billion dollar pulp and paper industry corporation. Mr. Rector received a Bachelor of Science degree in Business/Finance from Murray State University in 1969.

Jack Van Hulst has been our director since January 2007. Mr. Van Hulst also serves as a director and member of the compensation committee of Napo Pharmaceuticals, Inc. He has more than 39 years of international experience in the pharmaceutical industry. He began his career in 1968 at Organon, which was subsequently acquired by AKZO, N.V., the multinational human and animal healthcare company, where he was based in Europe and the US and responsible for establishing AKZO s position in the US in the manufacturing and sales and marketing of fine chemicals. Mr. Van Hulst later became President of AKZO s US Pharmaceutical Generic Drug Business and was responsible for establishing AKZO in the US generic drug industry. From 1989 to 1999, Mr. Van Hulst successively owned and led two generic pharmaceutical companies, improving their operations and then selling them to a private equity group and a pharmaceutical company. From 1999 to 2005, he was Executive Vice President at Puerto Rico-based MOVA Pharmaceutical Corporation, a contract manufacturer to the pharmaceutical industry that recently merged with Canadian-based Patheon.

Harlan W. Waksal, M.D. has been our director since October 2008. From July 2003 to present, Dr. Waksal has been the President and Sole Proprietor of Waksal Consulting L.L.C., which provides strategic business and clinical development counsel to biotechnology companies Dr. Waksal co-founded the biotechnology company, ImClone Systems Inc. in 1984. From March, 1987 through July 2003, Dr. Waksal had served in various senior roles for ImClone Systems Incorporated as follows: March 1987 through April 1994 President; April 1994 through May 2002 Executive Vice President and Chief Operating Officer; May 2002 through July 2003 President, Chief Executive Officer and Chief Operating Officer. Dr. Waksal also served as a director of ImClone Systems Incorporated from March 1987 through January 2005. Dr. Waksal is the Chairman of the New Jersey Region of the American Committee for the Weizmann Institute of Science, and he is also a member of the Boards of Trustees of The Montclair Art Museum, Oberlin College and the American Committee for the Weizmann Institute of Science. Dr. Waksal received a Bachelor of Arts in Biology from Oberlin College and an M.D. from Tufts University School of Medicine.

Our board of directors recommends a vote FOR the election of each of the nominees to the board of directors.

Corporate Governance Guidelines

Our board has long believed that good corporate governance is important to ensure that we are managed for the long-term benefit of our stockholders. During the past year, our board has continued to review our governance practices in light of the Sarbanes-Oxley Act of 2002, the new rules and regulations of the Securities and Exchange Commission and the new listing standards, policies and requirements of the New York Stock Exchange Alternext U.S., or NYSE Alternext and the SEC.

Our board has adopted corporate governance guidelines to assist it in the exercise of its duties and responsibilities and to serve the best interests of Senesco and its stockholders. These guidelines, which provide a framework for the conduct of our board s business, include that:

- the principal responsibility of the directors is to oversee the management of Senesco;
- a majority of the members of our board shall be independent directors;
- the independent directors met regularly in executive session;
- directors have full and free access to management and, as necessary and appropriate, independent advisors;
- new directors participate in an orientation program and all directors are expected to participate in continuing director education on an ongoing basis; and
- at least annually, our board and its committees will conduct a self-evaluation to determine whether they are functioning effectively.

Board Determination of Independence

Under the current NYSE Alternext rules, a director will, among other things, qualify as an independent director if, in the opinion of our board, that person does not have a material relationship which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Our board currently consists of Rudolf Stalder, Bruce C. Galton, John E. Thompson, Ph.D., John N. Braca, Christopher Forbes, Thomas C. Quick, David Rector and Jack Van Hulst. We are currently traded on the NYSE Alternext, which requires our board be comprised of a majority of independent directors. Our board has determined that each of Messrs. Stalder, Braca, Forbes, Quick, Rector and Van Hulst is an independent director as defined under Sections 121(A) and 802 of the NYSE Alternext rules.

Committees and Meetings of our Board of Directors

Our board held six (6) regular meetings during Fiscal 2008. Throughout this period, each member of our board attended or participated in at least 75% of the aggregate of the total number of regular meetings of our board held during the period for which such person has been a director, and the total number of meetings held by all committees of our board on which each the director served during the periods the director served, except for Thomas C. Quick, who attended less than 75% of the board, nominating and corporate governance committee and audit committee meetings. Our board has three standing committees: the Compensation Committee, the Audit Committee and the Nominating and Corporate Governance Committee, each of which operates under a charter that has been approved by our board. Each of these charters are also posted on our website at www.senesco.com. Our corporate governance guidelines provide that directors are expected to attend the annual meeting of stockholders. All directors attended the 2007 annual meeting of stockholders.

Compensation Committee. Our Compensation Committee was established in July 1999, pursuant to the Compensation Committee Charter. Our Compensation Committee generally makes recommendations concerning salaries and incentive compensation for our management and our employees. The primary responsibilities of our Compensation Committee, as more fully set forth in the Compensation Committee Charter adopted in July 1999 and amended and restated on June 27, 2008, include:

- annually reviewing and approving corporate goals and objectives relevant to CEO compensation;
- reviewing and approving, or recommending for approval by our board, the salaries and incentive compensation of our executive officers;
- preparing the Compensation Committee report, including the Compensation Discussion and Analysis;
- administering our 1998 Stock Incentive Plan, as amended, or our 1998 Stock Plan, or similar stock plan adopted by our stockholders; and
- reviewing and making recommendations to our board with respect to director compensation.

Our Compensation Committee is comprised of David Rector, John N. Braca and Jack Van Hulst. Mr. Rector currently serves as the chairman of the Compensation Committee. All members of our Compensation Committee are considered independent pursuant to Sections 121(A) and 805 of the NYSE Alternext rules. Our Compensation Committee held six (6) meetings during Fiscal 2008.

Compensation Committee Interlocks and Insider Participation

No member of the Compensation Committee is or has been an officer or employee of our company or any of our subsidiaries. In addition, no member of the Compensation Committee had any relationships with us or any other entity that requires disclosure under the proxy rules and regulations promulgated by the SEC, and none of our executive officers served on the Compensation Committee or board of any company that employed any member of our board.

Audit Committee. Our Audit Committee was established in July 1999. On June 27, 2008, our board adopted an Amended and Restated Audit Committee Charter. The primary responsibilities of our Audit Committee include:

- appointing, approving the compensation of, and assessing the independence of our independent registered public accounting firm;
- overseeing the work of our independent registered public accounting firm, including through the receipt and consideration of certain reports from our independent registered public accounting firm;
- reviewing and discussing with management and our independent registered public accounting firm our annual and quarterly financial statements and related disclosures;
- monitoring our internal control over financial reporting, disclosure controls and procedures and code of business conduct and ethics;
- discussing our risk management policies;
- establishing policies regarding hiring employees from our independent registered public accounting firm and procedures for the receipt and retention of accounting related complaints and concerns;
- meeting independently with our independent registered public accounting firm and management; and
- preparing the audit committee report required by SEC rules, which is included on page 50 of this proxy statement.

Our Audit Committee is comprised of John N. Braca, David Rector and Thomas C. Quick. Mr. Braca currently serves as the chairman of the Audit Committee. The NYSE Alternext currently requires an Audit Committee comprised solely of independent directors. Messrs. Braca, Rector and Quick are independent members of our board as defined in Rule 10A-3 under the Securities Exchange Act of 1934, as amended, or the Exchange Act, and Sections 121(A) and 803 of the NYSE Alternext rules. In addition, our board has determined that Mr. Braca satisfies the definition of an audit committee financial expert as set forth in Item 401(e) of Regulation S-B promulgated by the SEC. Our Audit Committee held four (4) meetings during Fiscal 2008.

Review and Approval of Related Person Transactions

Our Audit Committee Charter requires that our Audit Committee review and approve or ratify transactions involving us and any executive officer, director, director nominee, 5% stockholder and certain of their immediate family members, also referred to herein as a related person. The policy and procedures cover any transaction involving a related person, also referred to herein as a related person transaction, in which the related person has a material interest and which does not fall under an explicitly stated exception set forth in the applicable disclosure rules of the SEC.

A related person transaction will be considered approved or ratified if it is authorized by the Audit Committee after full disclosure of the related person s interest in the transaction. In considering related person transactions, the Audit Committee will consider any information considered material to investors and the following factors:

- the related person s interest in the transaction;
- the approximate dollar value of the transaction;
- whether the transaction was undertaken in the ordinary course of our business;
- whether the terms of the transaction are no less favorable to us than terms that we could have reached with an unrelated third party; and
- the purpose and potential benefit to us of the transaction.

Nominating and Corporate Governance Committee. The primary responsibilities of our Nominating and Corporate Governance Committee, as more fully set forth in the Nominating and Corporate Governance Committee Charter and Corporate Governance Guidelines adopted on June 27, 2008, include:

- identifying individuals qualified to become our board members;
- evaluating and recommending to our board the persons to be nominated for election as directors at any meeting of stockholders and to each of our board s committees;
- reviewing and making recommendations to our board with respect to management succession planning;
- developing and recommending to our board a set of corporate governance principles applicable to Senesco; and
- overseeing the evaluation of our board.

Our Nominating and Corporate Governance Committee was formed on September 29, 2004, and it is currently comprised of Messrs. Stalder, Forbes and Quick. Mr. Forbes currently serves as the chairman of the Nominating and Corporate Governance Committee. All members of our Nominating and Corporate Governance Committee are independent, as independence for nominating and corporate governance committee members is defined under Sections 121(A) and 804 of the NYSE Alternext rules. The Nominating and Corporate Governance Committee had two (2) meetings during Fiscal 2008.

Code of Business Ethics and Conduct. Pursuant to the requirements of Section 406 of the Sarbanes-Oxley Act of 2002 and Section 807 of the NYSE Alternext rules, on March 17, 2003, our board adopted a Code of Business Ethics and Conduct, which may also be found on our website at www.senesco.com. Our Code of Ethics contains written standards designed to deter wrongdoing and to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely, and understandable disclosure in reports and documents filed with the SEC;

- compliance with applicable governmental laws, rules and regulations;
- the prompt internal reporting of violations of our Code of Ethics to an appropriate person or persons identified in our Code of Ethics; and
- accountability for adherence to our Code of Ethics.

Each of our employees, officers and directors completed a signed certification to document his or her understanding of and compliance with our Code of Ethics.

Director Candidates

The process followed by our Nominating and Corporate Governance Committee to identify and evaluate director candidates includes requests to board members and others for recommendations, meetings from time to time to evaluate biographical information and background material relating to potential candidates and interviews of selected candidates by members of the committee and the board.

In considering whether to recommend any particular candidate for inclusion in the board s slate of recommended director nominees, our Nominating and Corporate Governance Committee will apply the criteria contained in the committee s charter. These criteria include the candidate s integrity, business acumen, knowledge of our business and industry, age, experience, diligence, conflicts of interest and the ability to act in the interests of all stockholders. Our Nominating and Corporate Governance Committee does not assign specific weights to particular criteria and no particular criterion is a prerequisite for each prospective nominee. We believe that the backgrounds and qualifications of our directors, considered as a group, should provide a composite mix of experience, knowledge and abilities that will allow the board to fulfill its responsibilities.

Stockholders may recommend individuals to our Nominating and Corporate Governance Committee for consideration as potential director candidates by submitting their names, together with appropriate biographical information and background materials and a statement as to whether the stockholder or group of stockholders making the recommendation has beneficially owned more than 5% of our common stock for at least one year as of the date such recommendation is made, to: Nominating and Corporate Governance Committee, c/o Corporate

Secretary, Senesco Technologies, Inc., 303 George Street, Suite 420, New Brunswick, New Jersey 08901. Assuming that appropriate biographical and background material has been provided on a timely basis, the committee will evaluate stockholder-recommended candidates by following substantially the same process, and applying substantially the same criteria, as it follows for candidates submitted by others.

Communicating with our Independent Directors

Our board will give appropriate attention to written communications that are submitted by stockholders, and will respond if and as appropriate. The Chairman of the Board, with the assistance of our outside counsel, is primarily responsible for monitoring communications from our stockholders and for providing copies or summaries to the other directors as he considers appropriate. Communications are forwarded to all directors if they relate to important substantive matters and include suggestions or comments that the Chairman considers to be important for the directors to know. In general, communications relating to corporate governance and long-term corporate strategy are more likely to be forwarded than communications relating to ordinary business affairs, personal grievances and matters as to which we tend to receive repetitive or duplicative communications.

Stockholders who wish to send communications on any topic to our board should address such communications to: Board of Directors, c/o Corporate Secretary, Senesco Technologies, Inc., 303 George Street, Suite 420, New Brunswick, New Jersey 08901.

Compensation of Directors

Equity Grants in Fiscal 2008:

We do not automatically grant options or other equity to our board. Our Compensation Committee reviews the equity program each year with its compensation consultant and determines the appropriate level of the equity awards as disclosed above. Historically we have not paid our directors cash compensation for their service on the board. We provide reimbursement to directors for reasonable and necessary expenses incurred in connection with attendance at meetings of the board of directors and other Senesco business.

In accordance with a resolution unanimously approved by our board on December 13, 2007, we granted to our non-employee board members, options to purchase shares of our common stock, pursuant to and in accordance with our 1998 Stock Plan, as consideration for their service on our board through June 30, 2007, or Fiscal 2007 as follows:

Director	Number of Shares Underlying Options Granted	Grant Date	Exercise Price Per Share	
Rudolf Stalder	80,000	December 13, 2007	$	0.99
Christopher Forbes	50,000	December 13, 2007	$	1.09
Thomas C. Quick	20,000	December 13, 2007	$	0.99
John N. Braca	80,000	December 13, 2007	$	0.99
David Rector	80,000	December 13, 2007	$	0.99
Jack Van Hulst	40,000	December 13, 2007	$	0.99

Except for options granted to Christopher Forbes, the options granted to the board have (i) an exercise price equal to the fair market value of our common stock on the date of grant, (ii) have a term of ten (10) years, and (iii) are exercisable as follows: (y) one-half (1/2) of the options were exercisable as of the date of grant; and (z) one-half (1/2) of the options shall become exercisable on the first anniversary of the date of grant. The options granted to Christopher Forbes have an exercise price equal to 110% of the fair market value of our common stock on the date of grant and have a term of five (5) years.

Commencing in Fiscal 2009, after review and consultation with the Compensation Committee s compensation consultant, we are implementing a new compensation plan for our directors pursuant to which we will pay to each director cash compensation as consideration for their service on our board as follows:

Annual (Base) Retainer	$	10,000
Per Scheduled Board Meeting Fee	$	1,500(1)
Per Committee Meeting Fee	$	750(2)
Additional Annual Retainer:		
Chairman of the Board	$	5,000
Audit Committee Chair	$	3,500
Compensation Committee Chair	$	3,500
Nominating and Corporate Governance Committee Chair	$	1,500
Non-Chair Committee Member Additional Retainer (All Committees)	$	1,000
Maximum Per Diem For All Meetings	$	2,000

(1) $750 for telephonic meetings (less than 30 minutes: $375).
(2) $375 for telephonic meetings.

Such cash compensation will be paid in quarterly increments. A director may elect, provided such election is made prior to the time the cash award is made, to receive, in lieu of such cash payments, either (i) restricted stock units, or RSU s, in an amount equal to such cash award or (ii) twice the number of options in an amount equal to such cash award. Such election to receive (y) cash or (z) equity in the form of RSU s or options shall apply for the entire year. The directors have all elected to receive options in lieu of cash for fiscal 2009, except for Messers. Braca and Rector, who have elected to receive cash in connection with their annual retainer and options as compensation for their meeting fees. The RSU s or options will be granted effective two days following the filing of our quarterly report on Form 10-Q for the quarter ended September 30, 2008. The exercise price of the options will be the fair market value (as defined in the applicable plan) on the grant date.

In addition, our board has approved a plan whereby awards of restricted stock units or options, at the election of the recipient, provided such election is made prior to the grant date, will be granted to our board members as follows:

Chairman of the Board	40,000	RSU s	or	80,000	options
Chairman of the Nominating Committee	25,000	RSU s	or	50,000	options
Chairman of the Compensation Committee	35,000	RSU s	or	70,000	options
Chairman of the Audit Committee	35,000	RSU s	or	70,000	options
Members of the Board	20,000	RSU s	or	40,000	options

Such grants will vest one-half (1/2) upon the date of grant and the remaining one-half (1/2) will vest one year from the date of grant. The directors have all elected to receive the foregoing in options. The options will be granted effective two days following the filing of our Form10-Q for the quarter ended September 30, 2008. The exercise price of the options will be the fair market value (as defined in the applicable plan) on the grant date.

Director Compensation

The table below shows the compensation paid or awarded to our independent directors during the fiscal year ended June 30, 2008.

Name (a)	**Fees Earned or Paid in Cash ($) (b)**	**Stock Awards ($) (c)**	**Option Awards (1) ($) (d)**	**Non-Equity Incentive Plan Compensation ($) (e)**	**Change in Pension Value and Nonqualified Deferred Compensation Earnings (f)**	**All Other Compensation ($) (g)**	**Total ($) (h)**
Rudolf Stalder			$ 46,090				$ 46,090
Christopher Forbes			$ 30,144				$ 30,144
Thomas C. Quick			$ 15,224				$ 15,224
John N. Braca			$ 42,390				$ 42,390
David Rector			$ 42,390				$ 42,390
Jack Van Hulst			$ 20,215				$ 20,215
Harlan W. Waksal, M.D. (2)							

(1) The amounts shown are the compensation costs recognized in our financial statements for Fiscal 2008 related to grants of stock options to each non-employee director in Fiscal 2008 and prior years, to the extent we recognized compensation cost in 2008 for such awards in accordance with the provisions of SFAS 123R. For a discussion of the valuation assumptions used in the SFAS 123R calculations, see Note 7 of Notes to Consolidated Financial Statements, included in our Annual Report on Form 10-K for the year ended June 30, 2008, referred to in this proxy statement as our 2008 Form 10-K. The grant date fair values of the options used to calculate such compensation costs were not adjusted to take into account any estimated forfeitures. The following table shows the portion of the overall amount of the compensation cost in Fiscal 2008 attributable to each award.

(2) Dr. Waksal became a member of our board in October 2008.

Director	Option Grant Date		Exercise Price	# of Shares Associated With Charge		Compensation Cost in Fiscal 2008
Rudolf Stalder	12/13/2007	$	0.99	80,000	$	31,286
	12/14/2006	$	1.08	40,000	$	14,804
Christopher Forbes	12/13/2007	$	1.09	50,000	$	19,040
	12/14/2006	$	1.08	30,000	$	11,104
Thomas C. Quick	12/13/2007	$	0.99	20,000	$	7,822
	12/14/2006	$	1.08	20,000	$	7,402
John N. Braca	12/13/2007	$	0.99	80,000	$	31,286
	12/14/2006	$	1.08	30,000	$	11,104
David Rector	12/13/2007	$	0.99	80,000	$	31,286
	12/14/2008	$	1.08	30,000	$	11,104
Jack Van Hulst	12/14/2007	$	0.99	40,000	$	15,644
	3/20/2007	$	1.05	10,000	$	4,571
Harlan W. Waksal, M.D.						

As described above, on December 13, 2007, each of our non-employee directors received an option to purchase shares of our common stock pursuant to the provisions of the 1998 Stock Plan. Each option has an exercise price of $0.99 per share, the fair market value of the common stock on the grant date (except for the grant to Christopher Forbes, which has an exercise price of $1.09 per share, 110% of the fair market value of the common stock on the grant date). The grant date fair value of each such option under SFAS 123R was $0.76 per option share (except for Christopher Forbes, which has a grant date fair value of each such option under SFAS 123R of $0.74 per option share), for a total grant date fair value of $265,000, based on the Black-Scholes option pricing model, with no adjustment for estimated forfeitures.

The following table shows the total number of shares of our common stock subject to option awards (vested and unvested) for each non-employee director as of June 30, 2008:

Director	**Total # of Options Outstanding**
Rudolf Stalder	600,000
Christopher Forbes	250,000
Thomas C. Quick	200,000
John N. Braca	170,000
David Rector	200,000
Jack Van Hulst	50,000
Harlan W. Waksal, M.D.	

Dr. Thompson has received compensation for providing research and development management services to us. See Certain Relationships and Related Transactions which sets forth the details of the compensation for Dr. Thompson.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires a company s directors, officers and stockholders who beneficially own more than 10% of any class of equity securities of the company registered pursuant to Section 12 of the Exchange Act, collectively referred to herein as the Reporting Persons, to file initial statements of beneficial ownership of securities and statements of changes in beneficial ownership of securities with respect to the company s equity securities with the SEC. All Reporting Persons are required by SEC regulation to furnish us with copies of all reports that such Reporting Persons file with the SEC pursuant to Section 16(a).

Based solely on our review of the copies of such forms received by us and upon written representations of the Reporting Persons received by us, we believe that there has been compliance with all Section 16(a) filing requirements applicable to our Reporting Persons.

EXECUTIVE OFFICERS

The following table identifies our current executive officers:

Name	Age	Capacities in Which Served	In Current Position Since
Bruce C. Galton	56	President and Chief Executive Officer	October 2001
John E. Thompson, Ph.D.	67	Executive Vice President and Chief Scientific Officer	July 2004
		Executive Vice President of Research and Development	October 1999 to July 2004
Sascha P. Fedyszyn (1)	33	Vice President of Corporate Development and Secretary	January 1999
Joel P. Brooks (2)	49	Chief Financial Officer and Treasurer	December 2000
Richard Dondero (3)	58	Vice President of Research and Development	July 2004

(1) Mr. Fedyszyn was appointed our Vice President of Corporate Development in January 1999 and was appointed our Secretary in January 2000. Mr. Fedyszyn has been a Vice President of Senesco since its inception in June 1998. Mr. Fedyszyn was also a Research Associate at the Logistics Management Institute from May 1995 to September 1995. Mr. Fedyszyn received a Bachelor of Arts degree in Biology from Princeton University in June 1997.

(2) Mr. Brooks was appointed our Chief Financial Officer and Treasurer in December 2000. From September 1998 until November 2000, Mr. Brooks was the Chief Financial Officer of Blades Board and Skate, LLC, a retail establishment specializing in the action sports industry. Mr. Brooks was Chief Financial Officer from 1997 until 1998 and Controller from 1994 until 1997 of Cable and Company Worldwide, Inc. He also held the position of Controller at USA Detergents, Inc. from 1992 until 1994, and held various positions at several public accounting firms from 1983 through 1992. Mr. Brooks received his Bachelor of Science degree in Commerce with a major in Accounting from Rider University in February 1983.

(3) Mr. Dondero was appointed our Vice President of Research and Development in July 2004. From July 2002 until July 2004, Mr. Dondero was a Group Leader in the Proteomics Reagent Manufacturing division of Molecular Staging, Inc., a biotech firm engaged in the measurement and discovery of new biomarkers. From 1985 through June 2001, Mr. Dondero served in several roles of increasing responsibility through Vice President of Operations and Product Development at Cistron Biotechnology, Inc. From 1977 through 1985, Mr. Dondero served as a senior scientist at Johnson and Johnson, and from 1975 through 1977, as a scientist at Becton Dickinson. Mr. Dondero received his Bachelor of Arts degree from New Jersey State University in 1972 and his Master of Science degree from Seton Hall University in 1976.

None of our current executive officers are related to any other executive officer or to any of our directors. Our executive officers are elected annually by our board and serve until their successors are duly elected and qualified.

Compensation Discussion and Analysis

This Compensation Discussion and Analysis explains the principles underlying our compensation policies and decisions and the principal elements of compensation paid to our executive officers during Fiscal 2008. Our Chief Executive Officer, Chief Financial Officer and the other executive officers included in the Summary Compensation Table will be referred to as the named executive officers for purposes of this discussion. In general, the compensation principles for our named executive officers are similar to those of all our other executive officers.

Compensation Objectives and Philosophy

The Compensation Committee, also referred to herein as the Committee, of the board is responsible for the following:

- to discharge the board s responsibilities relating to compensation of our directors and named executive officers;
- to have overall responsibility for approving and evaluating our director and officer compensation plans, policies and programs;
- to have responsibility for producing an annual report on executive compensation for inclusion in our proxy statement; and
- to review and discuss with Senesco management the Compensation Discussion & Analysis, which is included in Senesco s annual proxy statement.

As part of this process, the Committee seeks to accomplish the following objectives with respect to our executive compensation programs:

- to motivate, recruit and retain executives capable of meeting our strategic objectives;
- to provide incentives to ensure superior executive performance and successful financial results for us; and
- to align the interests of executives with the long-term interests of our stockholders.

The Committee seeks to achieve these objectives by:

- linking a substantial portion of compensation to our achievement of long-term and short-term financial objectives and the individual s contribution to the attainment of those objectives;
- providing long-term equity-based incentives and encouraging direct share ownership by executives with the intention of providing incentive-based compensation to encourage a long-term focus on company profitability and stockholder value; and
- working with a compensation consultant to understand the marketplace and establishing a compensation structure that is adjusted for our position in the marketplace and our current financial condition and limited capital resources.

Setting Executive Compensation

In Fiscal 2008, the Committee engaged J. Richard and Co., also referred to herein as J. Richard, a nationally recognized compensation consulting firm, to provide competitive compensation data and general advice on our compensation programs and policies for our Chief Executive Officer, and J. Richard was available for consultation with the Committee to discuss the compensation programs for our other named executive officers. During Fiscal 2008, J. Richard performed a market analysis of the compensation paid by comparable companies and provided the Committee with recommended compensation ranges for the Chief Executive Officer based on the competitive data. In addition, the Chief Executive Officer provided recommendations to the Committee with respect to the compensation packages for those other named executive officers for Fiscal 2008, and the Committee also reviewed the Chief Executive Officer s recommendation against compensation paid by comparable companies.

It is the Committee s objective to target each component of compensation listed below to be competitive with comparable positions at peer group companies, and to target the total annual compensation of each named executive officer at the appropriate level for comparable positions at the competitive peer group companies. Our list of peer group companies is as follows: Introgen Therapeutics, Inc.; Kosan BioSciences, Inc.; Avalon Pharmaceuticals, Inc.; Atherogenics, Inc.; Keryx BioPharaceuticals, Inc.; Targeted Genetics Corporation; Neopharm, Inc.; Genta, Inc.; and Vion Pharmaceuticals, Inc.

However, in determining the compensation of each named executive officer, the Committee also considers a number of other factors, including Senesco s recent performance and the named executive officer s individual performance, the Chief Executive Officer s recommendations, the importance of the executive s position and role in relation to execution of the Company s strategic plan, and the cost of living in the geographic area in which the named executive officer s office is located. There is no pre-established policy for allocation of compensation between cash and non-cash components or between short-term and long-term components. Instead, the Committee determines the mix of compensation for each named executive officer based on its review of the competitive data and its subjective analysis of that individual s performance and contribution to our financial performance. For the Chief Executive Officer, for Fiscal 2008, the Committee set his performance targets and compensation levels based upon the input from the Compensation Committee s consultant and from the Chief Executive Officer. For other named executive officers, the Committee sets performance targets and compensation levels after receiving recommendations from the Chief Executive Officer and reviewing those recommendations with the Committee s consultant.

In selecting companies to survey for such compensation purposes, the Compensation Committee considered many factors not directly associated with the stock price performance of those companies, such as geographic location, development stage, organizational structure and market capitalization. For this reason, there is not a meaningful correlation between the companies included within the peer group identified for comparative compensation purposes and the companies included within the RDG Micro Biotechnology Index.

Components of Compensation

For Fiscal 2007, our executive compensation program included the following components:

- base salary;
- annual short-term equity incentives; and
- change in control and other severance arrangements.

For Fiscal 2008, our executive compensation program included the following components:

- base salary;
- annual short-term equity incentives;
- long-term equity incentive awards; and
- change in control and other severance arrangements.

The Committee seeks to align the named executive officers and stockholders interests in a pay for performance environment. On average, a large portion of an executive officer s total compensation is at risk, with the amount actually paid tied to achievement of pre-established objectives and individual goals.

Base Salary

In General It is the Committee s objective to set a competitive rate of annual base salary or consulting fees for each named executive officer. The Committee believes competitive base salaries are necessary to attract and retain top quality executives, since it is common practice for public companies to provide their executive officers with a guaranteed annual component of compensation that is not subject to performance risk. However, the Committee recognizes that Senesco is still a development stage company, with little to no revenue currently.

When compared to comparable positions at the competitive peer group companies, it is the Committee s objective to target the base compensation level of executive officers below the 50th percentile because of our current financial position. Historically the compensation levels for our executive officers has been below the 25th percentile of competitive peer group companies. However, in determining the compensation of each executive officer, the Committee also considers a number of other factors, including recent Company and individual performance, the CEO s recommendations and cost of living. There is no pre-established policy for allocation of compensation between cash and non-cash components or between short-term and long-term components. Instead, the Committee determines the mix of compensation for each executive officer based on its review of the competitive data and its subjective analysis of that individual s performance and contribution to the Company s financial performance.

Base Salary for Fiscal 2008 For Fiscal 2008, each named executive officer s salary, except for the Executive Vice-President and Chief Scientific Officer, was increased to cover cost of living increases. The table below shows annual Fiscal 2008 and Fiscal 2007 base salary or consulting rates for each named executive officer:

Name	**Title**	**2007 Salary**	**2008 Salary**	**% Increase**
Bruce C. Galton	President and Chief Executive Officer	$ 242,500	$ 255,000(1)	5.2%
John E. Thompson	Executive Vice-President and Chief Scientific Officer	$ 65,000(2)	$ 65,000(2)	0.0%
Sascha P. Fedyszyn	Vice-President of Corporate Development and Secretary	$ 97,500	$ 101,400(3)	4.0%
Joel P. Brooks	Chief Financial Officer and Treasurer	$ 145,000	$ 150,800(3)	4.0%
Richard Dondero	Vice-President of Research and Development	$ 125,000	$ 130,000(3)	4.0%

(1) Annual salary increase became effective July 1, 2007.

(2) Represents consulting fees paid under a consulting agreement.

(3) Annual salary increases became effective January 1, 2008.

Base Salary for Fiscal 2009 The Committee has approved the following increases in base salary for Fiscal 2009:

Name	**Title**	**2008 Salary**	**2009 Salary (1)**	**% Increase**
Sascha P. Fedyszyn	Vice-President of Corporate Development and Secretary	$ 101,400	$ 107,500	6.0%
Joel P. Brooks	Chief Financial Officer and Treasurer	$ 150,800	$ 160,000	6.1%
Richard Dondero	Vice-President of Research and Development	$ 130,000	$ 143,000	10.0%

(1) Annual salary increases became effective July 1, 2008.

There were no increases in base salary approved for Bruce C. Galton and John E. Thompson as the Compensation Committee deemed the scope of their resource management (i.e. personnel, operating budgets, and outside relationships) were commensurate, fair and reasonable relative to their current base salary rate.

Messers. Fedyszyn and Brooks received approximately a 6% increase in base salary to (i) reflect a cost of living adjustment and (ii) their relative performance. Mr. Dondero also received approximately a 6% increase in base salary to reflect each of the foregoing plus an additional $5,000 range adjustment to bring his salary more in line with the other named executive officers. The Compensation Committee wishes to provide additional compensation to all of the named executive officers, including the chief executive officer, through the development of incentive programs based on the named executives performance and attainment of stated objectives that enhance shareholder value in order to (i) link a substantial portion of their compensation to the achievement of short-term and long-term objectives and (ii) to save cash given our limited capital resources.

Annual Bonuses for Fiscal 2009 and Fiscal 2008 Bonuses are determined at the discretion of the board based upon the recommendation of the Committee. There were no cash bonuses granted during Fiscal 2008, and it is anticipated that there will be no cash bonuses granted for Fiscal 2009.

Short Term Incentive Equity Awards

In General A portion of each named officer s compensation is provided in the form of short-term equity awards. It is the Committee s belief that properly structured equity awards are an effective method of aligning the short-term interests of our named executive officers with those of our stockholders.

Equity awards were made in the form of incentive stock options. The Committee has followed a grant practice of tying equity awards to its annual calendar year-end review of individual performance, its assessment of our performance and our operational results.

Incentive Stock Option Fiscal 2008 Awards In Fiscal 2008, there were no equity grants to our named executive officers in the form of incentive stock options.

Restricted Stock Unit and Incentive Stock Option Short-Term Incentive Plan for Fiscal 2008 Pursuant to the Company s Restricted Stock Unit and Incentive Stock Option Short-Term Incentive Plan, or STIP, covering Fiscal 2008, equity grants to our named executive officers were in the form of restricted stock units, also referred to herein as RSU s, and incentive stock options, also referred to herein as ISO s. Each RSU and ISO entitles the recipient to receive one share of our common stock upon vesting or upon a designated date or event following such vesting. Each ISO was granted with an exercise price of $0.99. Each named executive had the option of receiving their RSU grant in the form of RSU s or ISO s. If a named execute chose to receive ISO s in lieu of RSU s, then such named executive was granted twice as many ISO s, due to the $0.99 exercise price of such ISO s. All RSU s and ISO s were awarded together and will be available for distribution in November 2008 upon evaluation of performance objectives that have been identified further below under the heading STIP Performance Objectives, or SPO s.

The Committee will follow a grant practice of tying equity awards to its annual year-end review of individual performance, its assessment of our performance and our financial results. Accordingly, it is expected that any equity awards to the named executive officers will be made on an annual basis promptly after the release of our financial results. The Committee has established short-term incentive grant guidelines for eligible named executive officers each year based on competitive annual grant data provided by management s compensation consultant and by J. Richard, the Committee s compensation consultant.

The total amount of RSU s and ISO s in the STIP pool awarded to our named executive officers was 237,300 shares, which consisted of 112,700 RSU s and 124,600 ISO s, representing 1.4% of the outstanding shares as of July 1, 2007. The specific amount of RSU s and ISO s awarded to each individually named executive officer relating to the performance objectives are based on (i) the functional areas assessed by the underlying detailed objectives of each named executive officer, (ii) the weight of each of the functions of each named executive officer and (iii) the contribution to each function by each named executive officer.

18

The amount and percentage of the RSU s and ISO s awarded to all the named executive officers as a whole for their contributions to each of the STIP Performance Objectives will be as follows:

STIP Performance Objective	Percentage of STIP RSU and ISO Award Pool	Total Amount of RSU s and ISO s Awarded As a Whole to All Named Executive Officers per SPO
First STIP Performance Objective. Contributions Relating to Cancer Target	45%	126,000
Second STIP Performance Objective. Contributions Relating to Financing	25%	45,938
Third STIP Performance Objective. Contributions Relating to Licensing and Support	15%	32,812
Fourth STIP Performance Objective. Contributions Relating to Intellectual Property Administration	4%	11,200
Fifth STIP Performance Objective. Contributions Relating to Investor Relations	3%	5,775
Sixth STIP Performance Objective. Contributions Relating to Website Administration	1%	1,925
Seventh STIP Performance Objective. Contributions Relating to Audits and Securities Filings	5%	9,625
Eighth STIP Performance Objective. Contributions Relating to the American Stock Exchange Duties	1%	1,750
Ninth STIP Performance Objective. Contributions Relating to the Future Financing Plan	1%	2,275

Each named executive officer eligible to receive an award pursuant to the STIP is required to be employed by the Company upon the vesting date in November 2008 (the Vesting Date). If a named executive officer is no longer employed by the Vesting Date, then such named executive officer s respective RSU or ISO award tied to such STIP Performance Objective will be forfeited. The Committee shall have the sole discretion to reinstate any eliminated portion or segment of a STIP Performance Objective award or that portion of a STIP Performance Objective award for an award to a successor to the STIP Performance Objectives.

The amount and percentage of RSU s and ISO s awarded to the named executive officers individually for their contributions to each of the STIP Performance Objectives may be modified, altered and redistributed by the Chief Executive Officer, subject to Committee review, to reflect (i) the actual performance of each named executive officer, (ii) the potential reassignment of duties of each named executive officer, and (iii) the unanticipated accomplishments by any of the named executive officers after the outset of the STIP that contribute significantly to stockholder value during Fiscal 2008.

Subject to the preceding paragraph, the approximate individual amounts and percentages of RSU and ISO awards to the named executive officers are as follows:

Name **Title** **Type of Award**	**Bruce C. Galton** **President and Chief Executive Officer** **RSU**	**Joel P. Brooks** **Chief Financial Officer and Treasurer** **RSU**	**Sascha P. Fedyszyn** **Vice-President of Corporate Development and Secretary** **RSU**	**John E. Thompson** **Executive Vice-President and Chief Scientific Officer** **ISO**	**Richard Dondero** **Vice-President of Research and Development** **ISO**
Percentage of 126,000 RSU s and ISO s Awarded for First SPO	20%	10%	10%	25%	35%
Number of RSU s and ISO s Awarded for the First SPO	15,750	7,875	7,875	39,376	55,124
Percentage of 45,938 RSU s and ISO s Awarded for the Second SPO	45%	45%	5%	0%	5%
Number of RSU s and ISO s Awarded for the Second SPO	19,687.5	19,687.5	2,188	0	4,375
Percentage of 32,812 RSU s and ISO s Awarded for the Third SPO	35%	5%	35%	15%	10%
Number of RSU s and ISO s Awarded for the Third SPO	9,187.5	1,312.5	9,187	7,875	5,250
Percentage of 11,200 RSU s and ISO s Awarded for the Fourth SPO	10%	0%	30%	30%	30%
Number of RSU s and ISO s Awarded for the Fourth SPO	700	0	2,100	4,200	4,200
Percentage of 5,775 RSU s and ISO s Awarded for the Fifth SPO	30%	30%	30%	0%	10%
Number of RSU s and ISO s Awarded for the Fifth SPO	1,575	1,575	1,575	0	1,050
Percentage of 1,925 RSU s and ISO s Awarded for the Sixth SPO	10%	10%	70%	0%	10%

Name Title Type of Award	Bruce C. Galton President and Chief Executive Officer RSU	Joel P. Brooks Chief Financial Officer and Treasurer RSU	Sascha P. Fedyszyn Vice-President of Corporate Development and Secretary RSU	John E. Thompson Executive Vice-President and Chief Scientific Officer ISO	Richard Dondero Vice-President of Research and Development ISO
Number of RSU s and ISO s Awarded for the Sixth SPO	175	175	1,225	0	350
Percentage of 9,625 RSU s and ISO s Awarded for the Seventh SPO	20%	60%	10%	5%	5%
Number of RSU s and ISO s Awarded for the Seventh SPO	1,750	5,250	875	875	875
Percentage of 1,750 RSU s and ISO s Awarded for the Eighth SPO	50%	50%	0%	0%	0%
Number of RSU s and ISO s Awarded for the Eighth SPO	875	875	0	0	0
Percentage of 2,275 RSU s and ISO s Awarded for the Ninth SPO	30%	30%	10%	10%	20%
Number of RSU s and ISO s Awarded for the Ninth SPO	525	525	175	350	700
Total RSU s and ISO s Awarded	50,225	37,275	25,200	52,676	71,924
Percentage of 237,300 RSU s and ISO s Awarded for All SPOs	29%	21%	14%	15%	21%

It is the Committee s belief that equity awards are essential to the retention of the named executive officers and crucial to our long-term financial success. The equity award s have vesting schedules that provide a meaningful incentive for the named executive officer to remain in our service. These equity awards also serve as an important vehicle to achieve the Committee s objective of aligning management and stockholders interests. Equity awards in the form of ISO s and RSU s promote all of these objectives.

Restricted Stock Unit and Incentive Stock Option Short-Term Incentive Plan for Fiscal 2009 Pursuant to the Company s Restricted Stock Unit and Incentive Stock Option Short-Term Incentive Plan, or STIP, covering Fiscal 2009, equity grants to our named executive officers will be in the form of restricted stock units, also referred to herein as RSU s, and incentive stock options, also referred to herein as ISO s. The RSU s and options will be granted effective two days following the filing of our quarterly report on Form 10-Q for the quarter ended September 30, 2008. Each ISO will have an exercise price equal to the closing price on the day prior to the grant date. Each RSU and ISO entitles the recipient to receive one share of our common stock upon vesting or upon a designated date or event following such vesting. Each named executive had the option of receiving their RSU grant in the form of RSU s or ISO s. If a named execute chose to receive ISO s in lieu of RSU s, then such named executive will be granted twice as many ISO s. All RSU s and ISO s will be awarded together and will be available for distribution upon evaluation of performance objectives that have been identified further below under the heading STIP Performance Objectives, or SPO s.

The Committee will follow a grant practice of tying equity awards to its annual year-end review of individual performance, its assessment of our performance and our financial results. Accordingly, it is expected that any equity awards to the named executive officers will be made on an annual basis promptly after the release of our financial results. The Committee has established short-term incentive grant guidelines for eligible named executive officers each year based on competitive annual grant data provided by management s compensation consultant and by J. Richard, the Committee s compensation consultant.

The total amount of RSU s and ISO s in the STIP pool awarded to our named executive officers was 264,000 shares, which consisted of 136,000 RSU s and 128,000 ISO s, representing 1.4% of the outstanding shares as of July 1, 2008. The specific amount of RSU s and ISO s awarded to each individually named executive officer relating to the performance objectives are based on (i) the functional areas assessed by the underlying detailed objectives of each named executive officer, (ii) the weight of each of the functions of each named executive officer, and (iii) the contribution to each function by each named executive officer.

The amount and percentage of the RSU s and ISO s awarded to all the named executive officers as a whole for their contributions to each of the STIP Performance Objectives will be as follows:

STIP Performance Objective	**Percentage of STIP RSU and ISO Award Pool**	**Total Amount of RSU s and ISO s Awarded As a Whole to All Named Executive Officers per SPO**
<u>First STIP Performance Objective.</u> Contributions Relating to Finance Objectives	15%	30,900
<u>Second STIP Performance Objective.</u> Contributions Relating to Agricultural Licensing Objectives	20%	53,600
<u>Third STIP Performance Objective.</u> Contributions Relating to Human Health Objectives	25%	82,000
<u>Fourth STIP Performance Objective.</u> Contributions Relating to Investor Relations, Intellectual Property and Website Administration	25%	61,500
<u>Fifth STIP Performance Objective.</u> Contributions Relating to Organizational Objectives	15%	36,000

Each named executive officer eligible to receive an award pursuant to the STIP is required to be employed by the Company upon the vesting date in or around November 2009 (the Vesting Date). If a named executive officer is no longer employed by the Vesting Date, then such named executive officer s respective RSU or ISO award tied to such STIP Performance Objective will be forfeited. The Committee shall have the sole discretion to reinstate any eliminated portion or segment of a STIP Performance Objective award or that portion of a STIP Performance Objective award for an award to a successor to the STIP Performance Objectives.

The amount and percentage of RSU s and ISO s awarded to the named executive officers individually for their contributions to each of the STIP Performance Objectives may be modified, altered and redistributed by the Chief Executive Officer, subject to Committee review, to reflect (i) the actual performance of each named executive officer, (ii) the potential reassignment of duties of each named executive officer, and (iii) the unanticipated accomplishments by any of the named executive officers after the outset of the STIP that contribute significantly to stockholder value during Fiscal 2009.

Subject to the preceding paragraph, the approximate individual amounts and percentages of RSU and ISO awards to the named executive officers are as follows:

Name	**Bruce C. Galton**	**Joel P. Brooks**	**Sascha P. Fedyszyn**	**John E. Thompson**	**Richard Dondero**
Title	**President and Chief Executive Officer**	**Chief Financial Officer and Treasurer**	**Vice-President of Corporate Development and Secretary**	**Executive Vice-President and Chief Scientific Officer**	**Vice-President of Research and Development**
Type of Award	**RSU**	**RSU**	**RSU**	**ISO**	**ISO**
Percentage of 30,900 RSU s and ISO s Awarded for First SPO	41%	53%	3%	0%	3%
Number of RSU s and ISO s Awarded for the First SPO	12,300	16,000	800	0	1,800
Percentage of 53,600 RSU s and ISO s Awarded for the Second SPO	26%	0%	40%	15%	19%
Number of RSU s and ISO s Awarded for the Second SPO	10,400	0	16,000	12,000	15,200
Percentage of 82,000 RSU s and ISO s Awarded for the Third SPO	25%	5%	6%	23%	41%
Number of RSU s and ISO s Awarded for the Third SPO	12,500	2,500	3,000	23,000	41,000
Percentage of 61,500 RSU s and ISO s Awarded for the Fourth SPO	30%	10%	37%	5%	18%
Number of RSU s and ISO s Awarded for the Fourth SPO	15,000	5,000	18,500	5,000	18,000
Percentage of 36,000 RSU s and ISO s Awarded for the Fifth SPO	53%	15%	12%	13%	7%
Number of RSU s and ISO s Awarded for the Fifth SPO	15,800	4,500	3,700	8,000	4,000

It is the Committee s belief that equity awards are essential to the retention of the named executive officers and crucial to our long-term financial success. The equity award s have vesting schedules that provide a meaningful incentive for the named executive officer to remain in our service. These equity awards also serve as an important vehicle to achieve the Committee s objective of aligning management and stockholders interests. Equity awards in the form of ISO s and RSU s promote all of these objectives.

Long-Term Incentive Equity Awards

In General A portion of each named executive officer s compensation is provided in the form of long-term incentive equity awards as set forth in the Long-Term Incentive Plan (the LTIP) discussed below. It is the Committee s belief that properly structured equity awards are an effective method of aligning the long term interests of our named executive officers with those of our stockholders.

Beginning with Fiscal 2008, equity awards will be made in the form of restricted stock units. The Committee will follow a grant practice of tying equity awards upon of the completion of certain event milestones (LTIP Event Milestones) discussed below. Accordingly, it is expected that any equity awards to the named executive officers will be made promptly after the completion of each LTIP Event Milestone. The Committee has established long-term incentive grant guidelines for eligible named executive officers based on competitive annual grant data provided by management s compensation consultant and by J. Richard, the Committee s compensation consultant.

Long-Term Incentive Plan Beginning on December 13, 2007 (the LTIP Effective Date) and ending on the earlier of (i) the completion of the Third LTIP Event Milestone or (ii) three (3) years from the LTIP Effective Date, LTIP equity grants to our named executive officers are in the form of RSU s and ISO s. Each RSU and ISO entitles the recipient to receive one share of our common stock upon vesting or upon a designated date or event following such vesting. Each ISO was granted with an exercise price of $0.99. Each named executive had the option of receiving their RSU grant in the form of RSU s or ISO s. If a named execute chose to receive ISO s in leiu of RSU s, then such named executive was granted twice as many ISO s, due to the $0.99 exercise price of such ISO s.

The total RSU s and ISO s in the LTIP pool awarded to our named executive officers was 775,000 shares, which consisted of 225,000 RSU s and 550,000 ISO s, representing 4.4% of the outstanding shares as of July 1, 2007.

The amount and percentage of the RSU s awarded to all the named executive officers as a whole for the completion of each of the three LTIP Event Milestones are as follows:

LTIP Event Milestone	Percentage of LTIP RSU and ISO Award Pool	Total Amount of RSUs and ISO s Awarded As a Whole to All Named Executive Officers
First LTIP Event Milestone.		
The Execution of a Research Agreement to Conduct Phase I/II Trials at a Research Facility	20%	155,000
	20%	155,000

Second LTIP Event Milestone. The Filing and Acceptance by the U.S. FDA of an investigation new drug application, or IND, by the date set by the Committee		
Third LTIP Event Milestone. The Successful Completion of Phase I/II Trials Approved by the FDA by the date set by the Committee	60%	465,000

Each named executive officer eligible to receive an award pursuant to the LTIP is required to be employed by the Company upon the completion of each individual LTIP Event Milestone. If a named executive officer is no longer employed by the Company before the completion of an individual LTIP Event Milestone, then such named executive officer s respective RSU or ISO award tied to such uncompleted LTIP Event Milestone will be forfeited and so will that total portion of the whole LTIP award pool. The Committee shall have the sole discretion to reinstate any eliminated portion or segment of a LTIP Event Milestone award or that portion of a LTIP Event Milestone award for a successor to the LTIP Event Milestones.

The LTIP awards for each named executive officer upon the completion of each individual LTIP Event Milestone shall be as follows:

Name	Title	Percentage of Total RSU s Awarded Upon Completion of a LTIP Event Milestone	Number of RSU s Awarded upon Completion of First LTIP Event Milestone	Number of RSU s Awarded upon Completion of Second LTIP Event Milestone	Number of RSU s Awarded upon Completion of Third LTIP Event Milestone
Bruce C. Galton (1)	President and Chief Executive Officer	25%	25,000	25,000	75,000
Joel P. Brooks (1)	Chief Financial Officer and Treasurer	10%	10,000	10,000	30,000
Sascha P. Fedyszyn (1)	Vice-President of Corporate Development and Secretary	10%	10,000	10,000	30,000
John E. Thompson (2)	Executive Vice-President and Chief Scientific Officer	25%	50,000	50,000	150,000
Richard Dondero (2)	Vice-President of Research and Development	30%	60,000	60,000	180,000

(1) Represents RSU s.

(2) Represents ISO s.

It is the Committee s belief that RSU and ISO awards are essential to the retention of the named executive officers, crucial to our long-term financial successes and will help to advance the share ownership guidelines, which may be established by the Committee for the executive officers. The RSU s and ISO s have award schedules which provide a meaningful incentive for the named executive officer to remain in our service. These equity awards also serve as an important vehicle to achieve the Committee s objective of aligning management and stockholder interests. Equity awards in the form of RSU s and ISO s promote all of these objectives in a manner which is less dilutive to the stockholders than traditional option grants and provide a more direct correlation between our compensation cost that we must record for financial accounting purposes and the value delivered to the named executive officers.

Market Timing of Equity Awards. The Compensation Committee does not engage in any market timing of the equity awards made to the executive officers or other award recipients, and accordingly, there is no established practice of timing our awards in advance of the release of favorable financial results or adjusting the award date in connection with the release of unfavorable financial developments affecting our business. In addition, we will attempt, when possible, to make equity awards to our executive officers and directors promptly after the release of our financial resuts.

Executive Benefits and Perquisites

In General The named executive officers also are provided with certain market competitive benefits. They are currently not provided with any perquisites. It is the Committee s belief that such benefits are necessary for us to remain competitive and to attract and retain top caliber executive officers, since such benefits are typically provided by companies in the biotechnology industry and with other companies with which we compete for executive talent.

Retirement Benefits The named executive officers may participate in the company-wide 401(k) plan. We do not make any contributions to the 401(k) plan and do not have any additional retirement benefits.

Other Benefits and Perquisites All administrative employees, including the named executive officers, are eligible to receive standard health, disability, and life insurance. We do not provide any additional benefits and perquisites.

IRC Section 162(m) compliance

As a result of Section 162(m) of the Internal Revenue Code, publicly-traded companies such as us are not allowed a federal income tax deduction for compensation, paid to the Chief Executive Officer and the four other highest paid executive officers, to the extent that such compensation exceeds $1 million per officer in any one year and does not otherwise qualify as performance-based compensation. Currently, our stock option compensation packages are structured so that compensation deemed paid to an executive officer in connection with the exercise of a stock option should qualify as performance-based compensation that is not subject to the $1 million limitation. However, other awards, like RSU s and ISO s, made under that Plan may or may not so qualify. In establishing the cash and equity incentive compensation programs for the executive officers, it is the Committee s view that the potential deductibility of the compensation payable under those programs should be only one of a number of relevant factors taken into consideration, and not the sole governing factor. For that reason the Committee may deem it appropriate to continue to provide one or more executive officers with the opportunity to earn incentive compensation, including cash bonus programs tied to our financial performance and restricted stock units awards, which may be in excess of the amount deductible by reason of Section 162(m) or other provisions of the Internal Revenue Code. It is the Committee s belief that cash and equity incentive compensation must be maintained at the requisite level to attract and retain the executive officers essential to our financial success, even if part of that compensation may not be deductible by reason of the Section 162(m) limitation. For Fiscal 2008, none of our executive officer s compensation reached the $1 million limitation. The Committee will continue to evaluate such $1 million limitation in Fiscal 2009.

Report of the Compensation Committee

The Compensation Committee has reviewed and discussed the Compensation, Discussion and Analysis with management, and based on this review and these discussions, the Compensation Committee recommended to the board that the Compensation, Discussion and Analysis be included in the Company s Proxy Statement.

This report is submitted on behalf of the

Compensation Committee

David Rector, Chairman

John. N Braca

Jack Van Hulst

Summary Compensation Table

The following Table sets forth information concerning compensation for services rendered in all capacities during the fiscal years ended June 30, 2008 and June 30, 2007 awarded to, earned by or paid to: (i) each person who served as our Chief Executive Officer; (ii) our Chief Financial Officer; and (iii) each of our three other executive officers whose total compensation for Fiscal 2008 was in excess of $100,000 and who were serving as our executive officers at the end of Fiscal 2008, collectively referred to herein as the Named Executives. No other executive officers who would have otherwise been includable in such table on the basis of total compensation for Fiscal 2008 have been excluded by reason of their termination of employment or change in executive status during that year.

Name and Principal Position (a)	Year (1) (b)	Salary ($)(2) (c)	Bonus ($)(3) (d)	Stock Awards ($) (5) (e)	Option Awards ($) (6) (f)	Non-Equity Incentive Plan Compensation ($) (g)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($) (h)	All Other Compensation ($) (4) (i)	Total ($) (j)
Bruce C. Galton (President and Chief	2008	$ 258,347		$ 49,723	$ 24,414			$ 14,711	$ 347,195
Executive Officer)	2007	$ 244,722			$ 34,000				$ 278,722
Joel P. Brooks (Chief Financial Officer and	2008	$ 149,885		$ 36,903	$ 15,258				$ 202,046
Treasurer)	2007	$ 143,450			$ 21,250				$ 164,700
Richard Dondero	2008	$ 130,008			$ 69,920				$ 199,928
(Vice-President of Research)	2007	$ 124,500			$ 21,250				$ 145,750
Sascha P. Fedyszyn (Vice-President of Corporate	2008	$ 103,634		$ 24,948	$ 14,247			$ 3,731	$ 146,560
Development and Secretary)	2007	$ 95,750			$ 21,250				$ 117,000
John E. Thompson Ph.D. (Executive Vice-President	2008	$ 65,000			$ 54,280				$ 119,280
and Chief Scientific Officer)	2007	$ 63,700			$ 21,250				$ 84,950

(1) Senesco s fiscal year ends on June 30.

(2) Such amount represents actual salary paid, including such amounts deferred in connection with our 401K plan.

(3) There were no bonuses earned or paid during the fiscal years ended June 30, 2008 and June 30, 2007.

(4) Such amount represents unused vacation time paid during the fiscal year ended June 30, 2008.

(5) The amounts shown for 2008 are the compensation costs recognized in our financial statements for Fiscal 2008 related to RSU s awarded to each named executive officer in Fiscal 2008, to the extent we recognized compensation cost in 2008 for such awards in accordance with the provisions of SFAS 123R. The fair values of the RSU s awarded were calculated based on the fair market value of the underlying shares of common stock on the respective grant dates and were not adjusted to take into account any estimated forfeitures. The following table show the portion of the overall amount of the compensation cost in 2008 attributable to each RSU.

Name	Grant Date	# of Shares Subject to RSU Associated With Cost		Compensation Cost in Fiscal 2008
Bruce C. Galton	12/13/2007	52,225	$	49,723
Joel P. Brooks	12/13/2007	37,275	$	36,903
Sascha P. Fedyszyn	12/13/2007	25,200	$	24,948

(6) The amounts shown are the compensation costs recognized in our financial statements for Fiscal 2008 related to stock options granted to each named executive officer in Fiscal 2008 and prior years, to the extent we recognized compensation cost in Fiscal 2008 for such awards in accordance with the provisions of SFAS 123R. For a discussion of valuation assumptions used in the SFAS 123R calculations, see Note 7 of Notes to Consolidated Financial Statements of our 2008 Form 10-K. The grant date fair values used to calculate such compensation costs were not adjusted to take into account any estimated forfeitures. The following table shows the portion of the overall amount of the compensation cost in Fiscal 2008 attributable to each.

Name	Option Grant Date		Exercise Price	# of Shares Associated With Charge		Compensation Cost in Fiscal 2008
Bruce C. Galton	12/13/2007					
	12/14/2006	$	1.08	40,000	$	16,320
	12/14/2005	$	1.40	40,000	$	8,094
Joel P. Brooks	12/13/2007					
	12/14/2006	$	1.08	25,000	$	10,199
	12/14/2005	$	1.40	25,000	$	5,059
Richard Dondero	12/13/2007	$	0.99	71,924	$	54,662
	12/14/2006	$	1.08	25,000	$	10,199
	12/14/2005	$	1.40	25,000	$	5.059
Sascha P. Fedyszyn	12/13/2007					
	12/14/2006	$	1.08	25,000	$	10,199
	12/14/2005	$	1.40	20,000	$	4,048
John E. Thompson Ph.D.	12/13/2007	$	0.99	52,676	$	40,033
	12/14/2008	$	1.08	25,000	$	10,199
	12/14/2005	$	1.40	20,000	$	4,048

Executive Compensation Agreements

On October 4, 2001, we hired Bruce C. Galton as our new President and Chief Executive Officer. In conjunction with Mr. Galton s appointment, we entered into a three-year employment agreement with Mr. Galton, effective October 4, 2001. The agreement automatically renews for successive one-year terms thereafter, unless written notice of termination is provided at least 120 days prior to the end of the applicable term. The term of Mr. Galton s employment agreement currently runs through October 3, 2009. The agreement provides Mr. Galton with an annual base salary of $200,000 plus certain benefits, including potential bonuses, equity awards and other perquisites as determined by our board. Our board has since approved several increases in Mr. Galton s annual base salary, which is currently $255,000. The agreement also provides that Mr. Galton is entitled to a lump sum payment of 1.5 times his annual base salary plus prior year bonus plus an additional 1.5 times his base salary, payable in common stock in three annual installments, if Mr. Galton s employment with us is terminated by us, prior to a change of control, without cause or by him with good reason, as defined in his employment agreement. If there is a change in control within one year following Mr. Galton s termination by us without cause, he is entitled to receive the difference between the monies

28

actually received upon termination and 1.5 times his base amount as defined in the employment agreement. If Mr. Galton s employment with us is terminated on or following a change in control during the term of the employment agreement, he is entitled to receive a lump sum payment equal to 1.5 times his base amount . If his employment is terminated by us without cause or there is a change of control within one year of the termination, then all outstanding options held by Mr. Galton will immediately vest.

On July 1, 2003, Joel P. Brooks entered into an employment agreement with Senesco for a term of three (3) years. The agreement automatically renews for successive one-year terms thereafter, unless written notice of termination is provided at least 120 days prior to the end of the applicable term. The term of Mr. Brooks employment agreement currently runs through June 30, 2009. The agreement provides Mr. Brooks with an annual base salary of $122,000 plus certain benefits, including potential bonuses, equity awards and other perquisites as determined by the board. Our board has since approved several increases in Mr. Brooks base salary, which is currently $160,000. The agreement also provides that Mr. Brooks is entitled to a lump sum payment of 1.0 times his annual base salary plus prior year bonus, if his employment with us is terminated by us, prior to a change of control, without cause or by him with good reason, as defined in his employment agreement. If there is a change in control within one year following Mr. Brooks termination by us without cause, he is entitled to receive the difference between the monies actually received upon termination and 1.0 times his base amount as defined in the employment agreement. If Mr. Brooks employment with us is terminated on or following a change in control during the term of the employment agreement, he is entitled to receive a lump sum payment equal to 1.0 times his base amount .

On July 19, 2004, we hired Richard Dondero as our new Vice President of Research and Development. In conjunction with Mr. Dondero s appointment, we entered into a three-year employment agreement with Mr. Dondero, effective July 19, 2004. The agreement automatically renews for successive one-year terms thereafter, unless written notice of termination is provided at least 120 days prior to the end of the applicable term. The term of Mr. Dondero s employment agreement currently runs through July 18, 2009. The agreement provides Mr. Dondero with an annual base salary of $110,000 plus certain benefits, including potential bonuses, equity awards and other perquisites as determined by our board. Our board has since approved several increases in Mr. Dondero s base salary, which is currently $143,000. The agreement also provides that Mr. Dondero is entitled to a lump sum payment of 1.0 times his annual base salary plus prior year bonus, if his employment with us is terminated by us, prior to a change of control, without cause or by him with good reason, as defined in his employment agreement. If there is a change in control within one year following Mr. Dondero s termination by us without cause, he is entitled to receive the difference between the monies actually received upon termination and 1.0 times his base amount as defined in the employment agreement. If Mr. Dondero s employment with us is terminated on or following a change in control during the term of the employment agreement, he is entitled to receive a lump sum payment equal to 1.0 times his base amount .

On January 21, 1999, Sascha P. Fedyszyn entered into an employment agreement with Senesco for a term of two (2) years. The agreement automatically renews for successive one-year terms thereafter, unless written notice of termination is provided at least 120 days prior to the end of the applicable term. The term of Mr. Fedyszyn s employment agreement currently runs through January 20, 2010. The agreement provides Mr. Fedyszyn with an annual base salary of $36,000 plus certain benefits, including potential bonuses, equity awards and other perquisites as determined by our board. Our board has since approved several increases in Mr. Fedyszyn s base salary, which is currently $107,500. The agreement also provides that Mr. Fedyszyn is entitled to a lump sum payment of 2.0 times his annual base salary plus prior year bonus, if his employment with us is terminated by us, prior to a change of control, without cause or by him with good reason, as defined in his employment agreement. If there is a change in control within one year following Mr. Fedyszyn s termination by us without cause, he is entitled to receive the difference between the monies actually received upon termination and 2.99 times his base amount as defined in the employment agreement. If Mr. Fedyszyn s employment with us is terminated on or following a change in control during the term of the employment agreement, he is entitled to receive a lump sum payment equal to 2.99 times his base amount .

Grants of Plan-Based Awards

The following Grants of Plan Based Awards table provides additional information about stock and option awards and equity incentive plan awards granted to our named executive officers during the fiscal year ended June 30, 2008 and June 30, 2007.

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards						
Name (a)	Grant Date (b)	Threshold ($) (c)	Target ($) (d)	Maximum ($) (e)	Threshold (#) (1) (f)	Target (#) (g)	Maximum (#) (h)	All Other Stock Awards: Number of Shares of Stock or Units (#) (i)	All Other Option Awards: Number of Securities Under-lying Options (#) (j)	Exercise or Base Price of Option Awards ($/Sh) (k)	Grant Date Fair Value of Equity Awards ($)
Bruce C. Galton	12/13/2007				175,225(2)						
Joel P. Brooks	12/13/2007				87,275(2)						
Richard Dondero	12/13/2007				371,924(3)						
Sascha P. Fedyszyn	12/13/2007				75,200(2)						
John E. Thompson Ph.D.	12/13/2007				302,676(3)						

(1) The performance-based RSU s and ISO s were granted under the 1998 Stock Plan and vest upon the achievement of certain performance milestones during Fiscal 2008, Fiscal 2009 and Fiscal 2010.

(2) Represents performance-based RSU s.

(3) Represents performance-based ISO s.

30

Outstanding Equity Awards at Year-End

The following table summarizes the equity awards we have made to our named executive officers which are outstanding as of June 30, 2008.

	Option Awards					Stock Awards			
Name (a)	**Number of Securities Underlying Unexercised Options (#) Exercisable (b)**	**Number of Securities Underlying Unexercised Options (#) Unexercisable (c)**	**Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#) (d)**	**Option Exercise Price ($) (e)**	**Option Expiration Date (f)**	**Number of Shares or Units of Stock That Have Not Vested (#) (g)**	**Market Value of Shares or Units of Stock That Have Not Vested ($) (h)**	**Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) (i)**	**Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units of Other Rights That Have Not Vested ($) (j) (6)**
Bruce C. Galton	130,000(1)			$ 2.10	10/05/2011				
	300,000(2)			$ 2.05	12/01/2011				
	50,000(3)			$ 2.16	06/19/2013				
	30,000(3)			$ 3.15	12/16/2013				
	35,000(3)			$ 3.45	12/16/2014				
	40,000(3)			$ 1.40	12/14/2015				
	26,667(3)	13,333(3)		$ 1.08	12/14/2016				
								175,225(5)	$ 324,166
Joel P. Brooks	25,000(3)			$ 2.25	12/01/2010				
	15,000(3)			$ 2.15	11/01/2011				
	12,500(3)			$ 1.65	10/09/2012				
	20,000(3)			$ 2.16	06/19/2013				
	15,000(3)			$ 3.15	12/16/2013				
	20,000(3)			$ 3.45	12/16/2014				
	25,000(3)			$ 1.40	12/14/2015				
	16,667(3)	8,333(3)		$ 1.08	12/14/2016				
								87,275(5)	$ 161,459
Richard Dondero	10,000(3)			$ 3.45	12/16/2014				
	25,000(3)			$ 1.40	12/14/2015				
	16,667(3)	8,333(3)		$ 1.08	12/14/2016				
			371,924(4)	$ 0.99	12/13/2017				
Sascha P. Fedyszyn	30,000(3)			$ 3.50	09/07/2009				
	35,000(3)			$ 2.25	12/01/2010				
	10,000(3)			$ 2.15	11/01/2011				
	10,000(3)			$ 1.65	10/09/2012				
	20,000(3)			$ 2.16	06/19/2013				
	15,000(3)			$ 3.15	12/16/2013				
	20,000(3)			$ 3.45	12/16/2014				
	20,000(3)			$ 1.40	12/14/2015				
	16,667(3)	8,333(3)		$ 1.08	12/14/2016				
								75,200(5)	$ 139,120
John E. Thompson Ph.D.	80,000(3)			$ 2.05	12/01/2011				
	20,000(3)			$ 2.35	01/07/2013				
	20,000(3)			$ 3.15	12/16/2013				
	55,000(3)			$ 3.45	12/16/2014				

20,000(3)			$ 1.40	12/14/2015
16,667(3)	8,333(3)		$ 1.08	12/14/2016
		302,676(4)	$ 0.99	12/13/2017

(1) 100,000 of such options vested on the date of grant and an additional 10,000 options vested on each of the one month, two month and three month anniversary of the date of grant.

(2) 100,000 of such options vested on each of the first, second and third anniversary of the date of grant.

(3) One-third of such options vested on the date of grant and an additional one-third of such options vested or will vest on each of the first and second anniversary of the date of grant.

(4) Such amounts consist of performance based options which vest if certain milestones are met under the Company s Short-Term and Long-Term incentive plan.

(5) Such amounts consist of performance based RSU s which vest if certain milestones are met under the Company s Short-Term and Long-Term incentive plan.

(6) The amounts in this column are calculated by multiplying the number in column (i) by the closing price on June 30, 2008 of $1.85.

Employment Contracts, Termination of Employment, and Change-in-Control Arrangements

Executive Severance. Certain of our named executive officer s have employment agreements which contain severance provisions. The following table shows the potential incremental payments to our named executive officers in the event of their termination or termination in connection with a change of control of our company as of June 30, 2008.

	Bruce C. Galton		Joel P. Brooks		Richard Dondero		Sasha Fedyszyn	
Benefit	**Without Cause $ (2)**	**Change in Control $ (3)**	**Without Cause $ (2)**	**Change in Control $ (3)**	**Without Cause $ (2)**	**Change in Control $ (3)**	**Without Cause $ (2)**	**Change in Control $ (3)**
Cash Severance(4)	$ 382,500	$ 367,800	$ 160,000	$ 138,000	$ 143,000	$ 120,445	$ 215,000	$ 272,325
# of Months	18	18	12	12	12	12	24	36
Equity								
Unvested Restricted Stock	$	$	$	$	$	$	$	$
Unvested RSU s	$	$	$	$	$	$	$	$
Unvested Options(5)	$ 10,973	$ 10,973	$	$	$	$	$	$
Common Stock(6)	$ 382,500	$ 367,800	$	$	$	$	$	$
Other Benefits								
Health, Disability and Life Insurance	$	$	$	$	$	$	$	$
Total	$ 775,973	$ 746,573	$ 160,000	$ 138,000	$ 143,000	$ 120,445	$ 215,000	$ 272,325

(1) John E. Thompson, Ph.D. is not included on this table as he does not have an employment contract or any termination or change in control arrangements.

(2) Such amounts are calculated using the named executive s base salary in effect as of October 15, 2008 multiplied by the number of months of severance the named executive is entitled to.

(3) Such amounts are calculated using the named executive s average compensation paid during the past five years multiplied by the number of months of severance the named executive is entitled to.

(4) Such amounts are payable as a lump sum.

(5) Calculated using the black scholes value, computed in accordance with FAS 123R, of unvested options at June 30, 2008. The assumptions used were a market price of $1.85, which was the closing price of our common stock on June 30, 2008, volatility of 100%, a term of 90 days, a risk-free interest rate of 4.68% and a dividend yield of zero. Unvested options at June 30, 2008 were 13,333 at an exercise price of $1.08.

(6) Mr. Galton is entitled to receive an amount equal to one and one-half times his base salary, payable in the form of common stock in three annual installments, commencing on the date of termination, to be calculated based upon the market price of the common stock at each installment date.

Equity Compensation Plans

The following table reflects information relating to equity compensation plans as of June 30, 2008.

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Stock Option plans approved by security holders	4,053,300(1)	$ 1.95	1,856,700(2)
Equity compensation plans not approved by security holders			
Total	4,053,300(1)	$ 1.95	1,856,700(2)

(1) Issued pursuant to our 1998 Stock Plan.

(2) Available for future issuance pursuant to our 1998 Stock Plan.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Our common stock is the only class of stock entitled to vote at the Meeting. Only our stockholders of record as of the close of business on the Record Date are entitled to receive notice of and to vote at the Meeting. As of the Record Date, there were 273 holders of record of our common stock, and we had outstanding 18,573,184 shares of our common stock and each outstanding share is entitled to one (1) vote at the Meeting. The following table sets forth certain information, as of the Record Date, with respect to holdings of our common stock by (i) each person known by us to be the beneficial owner of more than 5% of the total number of shares of our common stock outstanding as of such date; (ii) each of our directors, which includes all nominees, and our Named Executives; and (iii) all of our directors and our current executive officers as a group.

Name and Address of Beneficial Owner (1)	**Amount and Nature of Beneficial Ownership(2)**	**Percent of Class(3)**
(i) Certain Beneficial Owners:		
Stanford International Bank Limited No 11 Pavilion Drive St. John s Antigua, West Indies	12,372,570(4)	42.6
(ii) Directors (which includes all nominees), Named Executives and Chief Executive Officer:		
Rudolf Stalder	874,323(5)	4.6
Bruce C. Galton	781,563(6)	4.1
John E. Thompson, Ph.D.	844,676(7)	4.5
Christopher Forbes	2,733,345(8)	14.2
Thomas C. Quick	737,085(9)	3.9
David Rector	226,000(10)	1.2
Jack Van Hulst	50,000(11)	*
John N. Braca	193,000(12)	1.0
Sascha P. Fedyszyn	248,560(13)	1.3
Joel P. Brooks	198,775(14)	1.1
Richard Dondero	131,924(15)	*