

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

1. Issuer's Identity

<p>CIK (Filer ID Number) 0001533040</p> <p>Name of Issuer Phio Pharmaceuticals Corp.</p> <p>Jurisdiction of Incorporation/Organization DELAWARE</p> <p>Year of Incorporation/Organization X Over Five Years Ago Within Last Five Years (Specify Year) Yet to Be Formed</p>	<p>Previous Names None</p> <p>RXi Pharmaceuticals Corp RXi Pharmaceuticals Corporation</p>	<p>Entity Type</p> <p><input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Business Trust <input type="checkbox"/> Other (Specify)</p>
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2. Principal Place of Business and Contact Information

Name of Issuer			
Phio Pharmaceuticals Corp.			
Street Address 1		Street Address 2	
257 SIMARANO DRIVE		SUITE 101	
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
MARLBOROUGH	MASSACHUSETTS	01752	508-767-3861

3. Related Persons

Last Name	First Name	Middle Name
Dispersyn	Gerrit	
Street Address 1	Street Address 2	
c/o Phio Pharmaceuticals Corp	257 Simarano Drive, Suite 101	
City	State/Province/Country	ZIP/PostalCode
Marlborough	MASSACHUSETTS	01752
Relationship: X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Kontulis	Caitlin	
Street Address 1	Street Address 2	
c/o Phio Pharmaceuticals Corp	257 Simarano Drive, Suite 101	
City	State/Province/Country	ZIP/PostalCode
Marlborough	MASSACHUSETTS	01752
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Cauwenbergh	Geert	
Street Address 1	Street Address 2	
c/o Phio Pharmaceuticals Corp	257 Simarano Drive, Suite 101	
City	State/Province/Country	ZIP/PostalCode
Marlborough	MASSACHUSETTS	01752
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Bitterman	Robert	J
Street Address 1	Street Address 2	
c/o Phio Pharmaceuticals Corp	257 Simarano Drive, Suite 101	
City	State/Province/Country	ZIP/PostalCode
Marlborough	MASSACHUSETTS	01752
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Dorman	H	Paul
Street Address 1	Street Address 2	
c/o Phio Pharmaceuticals Corp	257 Simarano Drive, Suite 101	
City	State/Province/Country	ZIP/PostalCode
Marlborough	MASSACHUSETTS	01752
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Freeman	Jonathan	
Street Address 1	Street Address 2	
c/o Phio Pharmaceuticals Corp	257 Simarano Drive, Suite 101	
City	State/Province/Country	ZIP/PostalCode
Marlborough	MASSACHUSETTS	01752
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Lockshin	Curtis	A
Street Address 1	Street Address 2	
c/o Phio Pharmaceuticals Corp	257 Simarano Drive, Suite 101	
City	State/Province/Country	ZIP/PostalCode
Marlborough	MASSACHUSETTS	01752
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Ferrara	Robert	
Street Address 1	Street Address 2	
c/o Phio Pharmaceuticals Corp	257 Simarano Drive, Suite 101	
City	State/Province/Country	ZIP/PostalCode
Marlborough	MASSACHUSETTS	01752

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	X Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	Other Technology
Pooled Investment Fund	Manufacturing	Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Real Estate	Airlines & Airports
Yes	Commercial	Lodging & Conventions
No	Construction	Tourism & Travel Services
Other Banking & Financial Services	REITS & Finance	Other Travel
Business Services	Residential	Other
Energy	Other Real Estate	
Coal Mining		
Electric Utilities		
Energy Conservation		
Environmental Services		
Oil & Gas		
Other Energy		

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company Act Section 3(c)	
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)
Rule 504 (b)(1)(i)	Section 3(c)(2)	Section 3(c)(10)
Rule 504 (b)(1)(ii)	Section 3(c)(3)	Section 3(c)(11)
Rule 504 (b)(1)(iii)	Section 3(c)(4)	Section 3(c)(12)
X Rule 506(b)	Section 3(c)(5)	Section 3(c)(13)
Rule 506(c)	Section 3(c)(6)	Section 3(c)(14)
Securities Act Section 4(a)(5)	Section 3(c)(7)	

7. Type of Filing

X New Notice Date of First Sale 2021-01-25 First Sale Yet to Occur
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity Pooled Investment Fund Interests
Debt Tenant-in-Common Securities
X Option, Warrant or Other Right to Acquire Another Security Mineral Property Securities
X Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient Recipient CRD Number None
H.C. Wainwright & Co., LLC 375
(Associated) Broker or Dealer X None (Associated) Broker or Dealer CRD Number X None
None None

Street Address 1

Street Address 2

430 PARK AVENUE

City State/Province/Country
NEW YORK NEW YORK

ZIP/Postal Code
10002

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States All States Foreign/non-US

- ILLINOIS
- NEVADA
- NEW JERSEY
- NEW YORK
- TEXAS

13. Offering and Sales Amounts

Total Offering Amount \$24,264,137 USD or Indefinite
Total Amount Sold \$14,001,909 USD
Total Remaining to be Sold \$10,262,228 USD or Indefinite

Clarification of Response (if Necessary):

The offering amount includes amounts receivable by the Issuer upon the exercise of warrants to purchase the Issuer's common stock (assuming no cashless exercise).

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

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15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$1,190,174 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

H.C. Wainwright & Co., LLC, the placement agent for the private placement, received \$1,190,174.16 for fees and warrants to purchase up to 342,070 shares of common stock at an exercise price of \$3.8375 per share.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Phio Pharmaceuticals Corp.	/s/ Gerrit Dispersyn	Gerrit Dispersyn	President & CEO	2021-02-12

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
