

PLATT DAVID  
Form SC 13G/A  
February 10, 2004

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

(Amendment No. 1)

**PRO-PHARMACEUTICALS, INC.**

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(Name of Issuer)

Common Stock, \$.001 par value

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(Title of Class of Securities)

74267T109

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(CUSIP Number)

December 31, 2003

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(Date of Event which Requires Filing of This Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

David Platt

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

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3. SEC Use Only

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4. Citizenship or Place of Organization

United States

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5. Sole Voting Power

NUMBER OF  
SHARES

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4,549,747

6. Shared Voting Power

BENEFICIALLY

OWNED BY

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0

7. Sole Dispositive Power

EACH

REPORTING

PERSON

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4,549,747

8. Shared Dispositive Power

WITH

0

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

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4,549,747

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)

18.9%

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12. Type of Reporting Person (See Instructions)

IN

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The Statement on Schedule 13G, dated January 21, 2002, filed by David Platt, is hereby amended and restated in its entirety to read as follows:

**Item 1(a). Name of Issuer:**

Pro-Pharmaceuticals, Inc.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

189 Wells Avenue

Newton, MA 02459

**Item 2(a). Name of Person Filing:**

David Platt

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

189 Wells Avenue

Newton, MA 02459

**Item 2(c). Citizenship:**

United States

**Item 2(d). Title of Class of Securities:**

Common Stock, \$.001 par value

**Item 2(e). CUSIP Number:**

74267T109

**Item 3.**            **If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

- (a)    " Broker or dealer registered under Section 15 of the Exchange Act.
- (b)    " Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)    " Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)    " Investment company registered under Section 8 of the Investment Company Act.
- (e)    " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f)    " An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g)    " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h)    " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i)    " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j)    " Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Not Applicable

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 4,549,747\*

(b) Percent of class: 18.9%\*\*

(c) Number of shares as to which the person has:

(i) Sole power to vote or direct the vote: 4,549,747

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 4,549,747

(iv) Shared power to dispose or to direct the disposition of: 0

\* Includes 7,379 shares owned by Dr. Platt's wife, as to which Dr. Platt disclaims beneficial ownership.

\*\* Based on 24,054,300 shares outstanding as of December 22, 2003.

**Item 5. Ownership of Five Percent or Less of a Class.**

Not Applicable

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not Applicable

**Item 8. Identification and Classification of Members of the Group.**

Not Applicable

**Item 9. Notice of Dissolution of Group.**

Not Applicable



**Item 10. Certification.**

Not Applicable

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 9, 2004

/s/ David Platt

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David Platt