

Pavco Pamela
 Form 3/A
 May 03, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person * ^ Pavco Pamela (Last) (First) (Middle)</p> <p>C/O RXI PHARMACEUTICALS CORPORATION, ^ 1500 WEST PARK DRIVE, SUITE 210 (Street)</p> <p>WESTBOROUGH, ^ MA ^ 01581 (City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement (Month/Day/Year) 03/01/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol RXi Pharmaceuticals Corp [RXII]</p> <p>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Development Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year) 03/01/2013</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Stock Option (right to buy)	(1)	05/04/2022	Common stock	16,742,743	\$ 0.13	or Indirect (I) (Instr. 5)	D
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pavco Pamela C/O RXI PHARMACEUTICALS CORPORATION 1500 WEST PARK DRIVE, SUITE 210 WESTBOROUGH, MA 01581			Chief Development Officer	

Signatures

/s/ Caitlin Kontulis,
attorney-in-fact
Date: 05/03/2013

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
As of March 1, 2013, the option was exercisable as to 5,929,736 shares. As of May 3, 2013, the option was exercisable as to 6,627,352 (1) shares. The remainder of the award will vest in 28 equal monthly installments of 348,808 shares beginning on May 24, 2013 with the last monthly installment of 348,767 shares on September 24, 2015.

Remarks:

This amendment is filed to correct both the amount of the option currently exercisable and the vesting schedule.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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