

INOVIO BIOMEDICAL CORP  
Form 8-K  
July 25, 2006

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

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported):**

**July 25, 2006**

**Inovio Biomedical Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-14888**  
(Commission  
File Number)

**33-0969592**  
(I.R.S. Employer  
Identification No.)

**11494 Sorrento Valley Road, San  
Diego, California**  
(Address of principal executive offices)

**92121-1318**  
(Zip Code)

Registrant's telephone number, including area code:

**(858) 597-6006**

**Not Applicable**

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

Registrant has filed, in accordance with the Securities Act of 1933, as amended (the Securities Act ), and the rules and regulations thereunder, with the Securities and Exchange Commission a registration statement on Form S-3 (File No. 333-134084), including a base prospectus dated May 25, 2006, registering up to \$75,000,000 of equity securities and the offering thereof from time to time in accordance with Rule 415 under the Securities Act, which incorporates by reference documents which registrant has filed or will file in accordance with the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder.

On July 25, 2006, registrant filed a prospectus supplement no. 2 relating to its offering (the July 2006 Offering ) of a minimum of 25,000 and a maximum of 49,261 shares of registrant s common stock to a professional advisor to companies in the health care industry, at the negotiated price of \$2.03 per share.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

The following exhibits, filed as part of this Current Report on Form 8-K, registrant is filing in connection with the July 2006 Offering.

- 4.1 Engagement Agreement dated July 18, 2006 between registrant and P2 Partners, LLC.
- 5.1 Opinion of Kirkpatrick & Lockhart Nicholson Graham LLP
- 23.1 Consent of Kirkpatrick & Lockhart Nicholson Graham LLP (included in Exhibit 5.1)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 25, 2006

INOVIO BIOMEDICAL CORPORATION

By: */s/ Peter Kies*  
Peter Kies, Chief Financial Officer